IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
D 1.	:	
Debtors.	:	(Jointly Administered)
	:	
	- X	

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 9, 2008, I caused to be served the document listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via overnight mail, (ii) upon the parties listed on <u>Exhibit B</u> hereto via electronic notification and (iii) upon the parties listed on <u>Exhibit C</u> hereto via facsimile:

1) Proposed Seventeenth Claims Hearing Agenda to Be Held on January 10, 2008 at 10:00 a.m. (Docket No. 11788) [a copy of which is attached hereto as Exhibit D]

On January 9, 2008, I caused to be served the document listed below upon the parties listed on $\underline{\text{Exhibit E}}$ hereto via overnight mail:

2) Debtors' Supplemental Reply with Respect to Proofs of Claim Nos. 9771 and 9772 (NSS Technologies, Inc., SPS Technologies Waterford Company, and Bear Stearns Investment Products Inc.) ("Supplemental Reply - NSS, SPS, and Bear Stearns") (Docket No. 11840) [a copy of which is attached hereto as Exhibit F]

On January 9, 2008, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit G</u> hereto via overnight mail, (ii) upon the parties listed on <u>Exhibit H</u> hereto via electronic notification (iii) upon the parties listed on <u>Exhibit I</u> hereto via postage pre-paid U.S. mail:

3) Notice of Adjournment of Claims Objection Hearing with Respect to Debtors' Objection to Proofs Of Claim Numbers 15679 and 15681 (Fry's Metals, Inc., A

- Cookson Electronics Company) (Docket No. 11841) [a copy of which is attached hereto as Exhibit J]
- 4) Second Notice of Adjournment of Claims Objection Hearing with Respect to Debtors' Objection to Proofs of Claim Nos. 1472 and 2274 (Sherwin Williams) (Docket No. 11842) [a copy of which is attached hereto as Exhibit K]
- 5) Notice of Claims Objection Hearing with Respect to Debtors' Objection to Proof of Claim No. 15211 (Millennium Industries Corporation) (Docket No. 11843) [a copy of which is attached hereto as Exhibit L]

On January 9, 2008, I caused to be served the document listed below upon the parties listed on Exhibit M hereto via overnight mail:

6) Notice of Adjournment of Claims Objection Hearing with Respect to Debtors' Objection to Proofs Of Claim Numbers 15679 and 15681 (Fry's Metals, Inc., A Cookson Electronics Company) (Docket No. 11841) [a copy of which is attached hereto as Exhibit J]

On January 9, 2008, I caused to be served the document listed below upon the parties listed on <u>Exhibit N</u> hereto via overnight mail:

7) Second Notice of Adjournment of Claims Objection Hearing with Respect to Debtors' Objection to Proofs of Claim Nos. 1472 and 2274 (Sherwin Williams) (Docket No. 11842) [a copy of which is attached hereto as Exhibit K]

On January 9, 2008, I caused to be served the document listed below upon the party listed on Exhibit O hereto via overnight mail:

8) Notice of Claims Objection Hearing with Respect to Debtors' Objection to Proof of Claim No. 15211 (Millennium Industries Corporation) (Docket No. 11843) [a copy of which is attached hereto as Exhibit L]

Dated: February 21, 2008	
•	/s/ Elizabeth Adam
	Elizabeth Adam
State of California	
County of Los Angeles	
,	fore me on this 21st day of February, 2008, by is of satisfactory evidence to be the person who
Signature: /s/ Leanne V. Rehder	
Commission Expires: 3/2/08	

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STAT	E ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION	
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee	
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsnv.com	indenture rrustee	
50.00.1, 11.00.00	5.650 55.1	SOC THE SECOND				13335		222000100	SOME THE STATE OF	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd	
	Donald Bernstein						212-450-4092	212-450-3092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition	
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	brian.resnick@dpw.com	Administrative Agent	
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors	
		5505 Corporate Drive									
Electronic Data Systems Corp.	Michael Nefkens	MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member Counsel to Flextronics	
Flextronics International Flextronics International USA.	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	со	80021	303-927-4853	303-652-4716	cschiff@flextronics.com paul.anderson@flextronics.co	International Counsel to Flextronics	
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		m	International USA, Inc.	
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler Bonnie Steingart	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member	
Fried, Frank, Harris, Shriver & Jacobson	Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee	
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsultin a.com	Financial Advisors to Debtors	
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member	
		1701 Pennsylvania									
Groom Law Group	Lonie A. Hassel	Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	Ihassel@groom.com	Counsel to Employee Benefits	
Hodgson Russ LLP Honigman Miller Schwartz and	Stephen H. Gross	1540 Broadway 2290 First National	24th FI 660 Woodward	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation Counsel to General Motors	
Cohn LLP	Frank L. Gorman, Esq.	Building	Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Corporation	
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	МІ	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation	
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS	
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS	
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164		Creditor Committee Member	
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com_	UCC Professional	
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	richard.duker@jpmorgan.com	Prepetition Administrative Agent	
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com susan.atkins@jpmorgan.com	Postpetition Administrative Agent	
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC	

COMPANY	CONTACT	ADDRESSA	ADDRESSA	O/T/	OTATE	710	DUONE	FAV	ESSA!!	DARTY / FUNCTION
COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION Counsel Data Systems
Kramer Levin Naftalis & Franke	ı	1177 Avenue of the								Corporation; EDS Information
LLP	Thomas Moers Mayer	Americas		New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
	,			Ĭ						Counsel to Official Committee of
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Unsecured Creditors
Law Debenture Trust of New	Daniel D. Fisher	400 Madiana Ava	Farmala Flaca	Name Vanle	NY	10017	040 750 0474	040 750 4004	deniel fieber@leudeb eem	Indontura Tauataa
York Law Debenture Trust of New	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	INY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healv@lawdeb.com	Indenture Trustee
										Counsel to Recticel North
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	America, Inc.
MaDammatt Mill 9 Emanuel I D	laces I De lankes	207 Mast Manage Chart	C.:ita 5400	Chianna		cococ	242 272 2000	242 004 7700	idaiankar@muua aam	Counsel to Recticel North
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	America, Inc. Counsel to Recticel North
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	mkhambati@mwe.com	America, Inc.
										Counsel to Recticel North
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	America, Inc.
										Counsel to Movant Retirees and
McTique Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiquelaw.com	Proposed Counsel to The Official Committee of Retirees
Worldage Eaw Film	Comment : Theoreesix	COOT WICCONOMY WC. 14.1V.	Cuite coo	Washington	50	20010	202 001 0000	202 001 0000	comice mengaciaw.com	Counsel to Movant Retirees and
										Proposed Counsel to The Official
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctigue@mctiguelaw.com	Committee of Retirees
									Iszlezinger@mesirowfinancial.c	
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	<u>om</u>	UCC Professional
	Gregory A Bray Esq								gbray@milbank.com	Counsel to Cerberus Capital
Milbank Tweed Hadley &	Thomas R Kreller Esq								tkreller@milbank.com	Management LP and Dolce
McCloy LLP	James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	jtill@milbank.com	Investments LLC
									imoldovan@morrisoncohen.co	Counsel to Blue Cross and Blue
Morrison Cohen LLP	Joseph T. Moldovan, Esq. Mark Schonfeld, Regional	909 Third Avenue		New York	NY	10022	2127358603	9175223103	<u>m</u>	Shield of Michigan Securities and Exchange
Northeast Regional Office	Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newvork@sec.gov	Commission
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	Attorney General Eliot								william.dornbos@oag.state.ny.	New York Attorney General's
Office of New York State	Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	<u>us</u>	Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com	Special Labor Counsel
	Janger	1023 Lye Street, 1444		washington	DC	20000	202-303-3300	202-303-3414	garrick.sandra@pbgc.gov	
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbqc.gov	Counsel to Pension Benefit Guaranty Corporation
Pension Benefit Guaranty	benief conen	1200 14 Oli CCL, 14.44.	Outc 540	washington	50	20003	202-020-4020	202-320-4112	спісцероде:до у	Chief Counsel to the Pension
Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Benefit Guaranty Corporation
										Counsel to Freescale
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
T TIIII PO TVIZCI EEI	Candra A. Nichici	1251 Avenue of the		IVOW TOTA	14.1	10100	212-041-0303	212-202-3132	david.resnick@us.rothschild.co	Cerniconauctor Cystems
Rothchild Inc.	David L. Resnick	Americas		New York	NY	10020	212-403-3500	212-403-5454	m	Financial Advisor
realisma mo.	Dana E. Roomok	,				. 3020	100 0000	2.2 100 0 104		a.r.a.r.arrioor
										Counsel to Murata Electronics
On fastly Observed LD	Dahard W. Danash da	COO Floring Access		Name Vanda	ND/	40040 4405	040 040 5500	040 040 5500		North America, Inc.; Fujikura
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405	212-218-5500	212-218-5526	rdremluk@seyfarth.com	America, Inc.
Chearman & Stadio - LLD	Douglas Portes : III Frie-I	EOO Lovington Assessed		Now Year	NIV	10022	242 9404000	212 040 7470	dbartner@shearman.com	Local Couposite the Debter
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	ifrizzley@shearman.com kziman@stblaw.com	Local Counsel to the Debtors
Cinnana Thatala a O Bartla "	Kannath C 71 Date 111								rtrust@stblaw.com	Counsel to Debtor's Prepetition
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H Trust, William T. Russell, Jr.			New York	NY	10017	212-455-2000	212-455-2502	wrussell@stblaw.com	Administrative Agent, JPMorgan Chase Bank, N.A.
LLF	Trust, william T. Russell, Jr.	420 Lexington Avenue	1	INEW TOTK	IN T	1001/	Z 1Z-400-ZUUU	212-400-2002	wrusselii@stbidW.COIII	CHASE DAHK, IN.A.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
									jbutler@skadden.com	
Skadden, Arps, Slate, Meagher	John Wm. Butler, John K.								ilyonsch@skadden.com	
& Flom LLP	Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher	Kayalyn A. Marafioti,								kmarafio@skadden.com	
& Flom LLP	Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	tmatz@skadden.com	Counsel to the Debtor
-		·								Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Daniel D. Doyle	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	ddoyle@spencerfane.com	Committee of Retirees
										Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood	- " =			00405	044 000 ==00	044 000 4050	6 1 0	Proposed Counsel to The Official
LLP	Nicholas Franke	Boulevard	Tenth Floor	St. Louis	МО	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Committee of Retirees
	Chester B. Salomon,								cp@stevenslee.com	
Stevens & Lee, P.C.	Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	cs@stevenslee.com	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
	MaryAnn Brereton, Assistant									
Tyco Electronics Corporation	General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805 212-668-2255		Creditor Committee Member
								does not take		
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	service via fax		Counsel to United States Trustee
Critica Ctates France	7 tilola IVI. Econnara	oo wiiiteriaii etreet	210(1100)	THOW TOTAL		100012112	212 010 0000	DOI VIOC VIO IOX		Proposed Conflicts Counsel to the
			301 Commerce							Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Creditors
-										Counsel to General Motors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
·										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North						scimalore@wilmingtontrust.co	Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<u>m</u>	Member/Indenture Trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
		259 Radnor-Chester				19087-		_
Airgas, Inc.	David Boyle	Road, Suite 100	P.O. Box 6675	Radnor	PA	8675	610-230-3064	Counsel to Airgas, Inc.
		34385 Twelve Mile						Vice President of Administration for
Akebono Corporation North America	Alan Swiech	Road		Farminton Hills	MI	48331	248-489-7406	Akebono Corporation
	a. –	1433 Seventeenth		_				
Cage Williams & Abelman, P.C.	Steven E. Abelman	Street		Denver	CO	80202	303-295-0202	Counsel to United Power, Inc.
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	Counsel to Averitt Express, Inc.
								Counsel to Harco Industries, Inc.; Harco
								Brake Systems, Inc.; Dayton Supply & Tool
Coolidge, Wall, Womsley & Lombard Co. LPA	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	ОН	45402	937-223-8177	Coompany
						40000		Counsel to DaimlerChrysler Corporation;
	16: 16 11	01140 405 40 00	1000 OL D :			48326-	040 570 5744	DaimlerChrylser Motors Company, LLC;
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	2766	248-576-5741	DaimlerChrylser Canada, Inc.
D. J	0	40 14/1	0	Object		00000	040 007 0474	Counsel to Tremont City Barrel Fill PRP
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606	312-627-2171	Group
Consumo Inhlava & Dattista D A	Crair D. Diadara Far	100 C F 2nd Chroat	Cuite 4400	Minmi		22424	205 240 2200	Coursel to Dudor Interreted Logistics Inc.
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Counsel to Ryder Integrated Logistics, Inc.
Humber & Cabank Co. LDA	laba I Ilimtaa	One Center Course	1700 Conton Avenue	Talada	011	42024	440 055 4000	Counsel to ZF Group North America
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	Operations, Inc. Counsel to ZF Group North America
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	Operations, Inc.
nuller & Schark Co. LPA	Beth Klimczak.	One Canton Square	1700 Caritori Avenue	Toledo	ОП	43024	419-200-4000	Operations, inc.
Jason, Inc.	General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		General Counsel to Jason Incorporated
Jason, mc.	General Couriser	The Brandywine	1000 West Street,	Milwaukee	VVI	33202		General Couriser to Jason Incorporated
Klett Rooney Lieber & Schorling	DeWitt Brown	Building	Suite 1410	Wilmington	DE	19801	(302) 552-4200	Counsel to Entergy
Riett Rooney Lieber & Schonling	Devill Blown	The Brandywine	1000 West Street,	vviiiTiiTigtOTI	DE	19001	(302) 332-4200	Counsel to Entergy
Klett Rooney Lieber & Schorling	Eric L. Schnabel	Building	Suite 1410	Wilmington	DE	19801	(302) 552-4200	Counsel to Entergy
Rett Rooney Lieber & Schonling	Life L. Schilabel	Dulluling	Suite 1410	vviiiTiiTigtOTT	DL	19001	(302) 332-4200	Couriser to Entergy
	Metro-Dade Paralegal							Paralegal Collection Specialist for Miami-
Miami-Dade County Tax Collector	Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Dade County
Wildrin-Bade County Tax Collector	Elizabeth L.	140 West Flagici Offect	Oute 1400	IVIICITII	1 -	33130	303-373-3314	Dade County
Norris, McLaughlin & Marcus	Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	Counsel to Rotor Clip Company, Inc.
Pickrel Shaeffer & Ebeling	Sarah B. Carter Esq	2700 Kettering Tower	1 .O. BOX 1010	Dayton	OH	45423	000 122 0100	Counsel to Note: One company, me.
r locker oriderier & Ebelling	Cararr B. Carter Esq	2700 Rettering Tower		Dayton	OH	70720		Corporate Secretary for Professional
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	Technologies Services
r rereccionar recimologico cervicee	Communication of the Communica	1 .O. BOX #001		Trankomian		10701	000 000 0200	Counsel to Infineon Technologies North
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	America Corporation
0.00.000 0.0000000000000000000000000000		TO COURT TRUCKS. DITTO		ooago	-	00000	0.2.20000	/ anonou corporation
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	МІ	48304	248-540-3340	Counsel to Dott Industries, Inc.
	Lloyd B. Sarakin -							2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
	Chief Counsel,							
Sony Electronics Inc.	Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483	Counsel to Sony Electronics, Inc.
, , , , , , , , , , , , , , , , , , , ,		,			-			
	Allied Industrial and							Counsel to United Steel, Paper and
	Service Workers, Intl							Forestry, Rubber, Manufacturing, Energy,
United Steel, Paper and Forestry, Rubber,	Union (USW), AFL-		Five Gateway Center					Allied Industrial and Service Workers,
Manufacturing, Energy	CIO	David Jury, Esq.	Suite 807	Pittsburgh	PA	15222	412-562-2549	International Union (USW), AFL-CIO

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
						43216-		
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	ОН	1008	614-464-6422	

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Company	Contact	Address1	Address2	City	State	Zip
Benecke-Kaliko AG	Nathan Wheatley	CALFEE HALTER & GRISWOLD LLP	1400 KeyBank Center 800 Superior Avenue	Cleveland	ОН	44114-2688
Contrarian Funds/Entergy	Dan Fliman	Kasowitz Benson Torres & Friedman LLP	1633 Broadway	New York	NY	10019
Contrarian Funds/ETCO & Plastic Decorators	Dan Fliman	Kasowitz Benson Torres & Friedman LLP	1633 Broadway	New York	NY	10019
	Attention: Maura I Russell Esq Paul Traub Esq					
Dreier LLP	Anthony B Stumbo Esq Brett J Nizzo Esq	499 Park Avenue-14th Floor		New York	NY	10022
Itautec America Inc	Joanne Gelfand	Akerman Senterfitt	350 East Las Olas Blvd Suite 1600	Fort Lauderdale	FL	33301
Itautec America Inc	Eduardo Archer de Castilho	Itautec America Inc	1935 NW 87th Avenue	Doral	FL	33172
Kaye Scholer LLP	Attn Heath D Rosenblat	Celestica	425 Park Ave	New York	NY	10022
MJ Celco	Robert D Nachman	Schwartz Cooper Chartered	180 N LaSalle Street	Chicago	IL	60601
		Assistant Prosecuting Attorney				
Montgomery County	Douglas M Trout	Montgomery County Ohio	301 West Third Street PO Box 972	Dayton	OH	45422
Montgomery County Treasurer		PO Box 817600		Dayton	OH	45481
Montgomery County Treasurer		451 W Third Street		Dayton	ОН	45422-0476
Montgomery County Treasurer		PO Box 972		Dayton	ОН	45422-0475
Northern Engraving	Thomas E Coughlin	JAFFE HAITT HEUER & WEISS	27777 Franklin Road Suite 2500	Southfield	MI	48034-8214
Northern Engraving/Longacre Master Fund	Vladimir Jelisavcic/Melissa Mulrooney	Longacre Master Fund Ltd	810 Seventh Avenue 22nd Floor	New York	NY	10019
	Douglas M. Tisdale					
NuTech Plastics	Steven A. Klenda	Tisdale and Associates LLC	1600 Broadway Suite 2600	Denver	CO	80202
NuTech Plastics	Jay A. Schwartz	Schwartz Law Firm, P.C.	37887 W 12 Mile Road Suite A	Farmington Hills	MI	48331
SIDLEY AUSTIN LLP	Attention: JONATHAN D. GORDON, Esq.	555 West Fifth Street, Suite 4000		Los Angeles	CA	90013
SPCP Group LLC As Assignee of Key Plastics						
LLC	Attention: Brian Jarmain	Two Greenwich Plaza 1st Floor		Greenwich	CT	06830
SPCP Group LLC As Assignee of: Beaver						
Manufacturing Company	Attention: Brian Jarmain	Two Greenwich Plaza 1st Floor		Greenwich	CT	06830
Tower Automotive Inc	Ira S Dizengoff	Akin Gump Strauss Hauer & Feld LLP	590 Madison Avenue	New York	NY	10022-2524
Tower Automotive Inc	David M Dunn	Akin Gump Strauss Hauer & Feld LLP	1333 New Hampshire Avenue NW	Washington	DC	20036

EXHIBIT B

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Davis, Poik & Waluwell	Dilaii Resilick	450 Lexington Avenue		New fork	INT	10017	212-450-4213	212-450-3213	Dian.resnick@upw.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5505 Corporate Drive		Troy	МІ	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	MSIA		Troy	МІ	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member Counsel to Flextronics
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	International
Flextronics International USA,									paul.anderson@flextronics.co	Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		<u>m</u>	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
									randall.eisenberg@fticonsultin	
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	g.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th FI	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI		313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
Honigman Miller Schwartz and	Dahart D. Waisa - Faa	2290 First National	660 Woodward	Detreit		40000 0500	242 405 7000	242 405 0000		Counsel to General Motors
Cohn LLP	Robert B. Weiss, Esq.	Building	Avenue	Detroit	MI		313-465-7000	313-465-8000	rweiss@honigman.com	Corporation
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	richard.duker@jpmorgan.com	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th FI		New York	NY	10172	212-270-0426	212-270-0430	susan.atkins@jpmorgan.com	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel		1177 Avenue of the								Counsel Data Systems Corporation; EDS Information
LLP Kurtzman Carson Consultants	Thomas Moers Mayer Sheryl Betance	Americas 2335 Alaska Ave		New York	NY CA	10036 90245	212-715-9100 310-823-9000	212-715-8000 310-823-9133	tmayer@kramerlevin.com sbetance@kccllc.com	Services, LLC Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		El Segundo New York	NY	10022		212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	Counsel to Recticel North America, Inc.
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	. Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiguelaw.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees Counsel to Movant Retirees and
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	. Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctique@mctiquelaw.com	Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	<u>Iszlezinger@mesirowfinancial.</u> <u>com</u>	UCC Professional
Milbank Tweed Hadley & McCloy LLP	Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	gbray@milbank.com tkreller@milbank.com jtill@milbank.com	Counsel to Cerberus Capital Management LP and Dolce Investments LLC
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	<u>imoldovan@morrisoncohen.co</u> <u>m</u>	Counsel to Blue Cross and Blue Shield of Michigan
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Securities and Exchange Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	<u>us</u>	New York Attorney General's Office
O'Melveny & Myers LLP	Robert Siegel Tom A. Jerman, Rachel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Myers LLP Pension Benefit Guaranty	Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com_	Special Labor Counsel Counsel to Pension Benefit
Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbgc.gov	Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Chief Counsel to the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	david.resnick@us.rothschild.c om	Financial Advisor
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405	212-218-5500	212-218-5526	rdremluk@seyfarth.com	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzle	y 599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	dbartner@shearman.com jfrizzley@shearman.com	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert F Trust, William T. Russell, Jr	d.		New York	NY	10017	212-455-2000	212-455-2502	kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	jbutler@skadden.com jlyonsch@skadden.com rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	* .	4 Times Square	P.O. Box 300	New York	NY			212-735-2000	kmarafio@skadden.com tmatz@skadden.com	Counsel to the Debtor

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Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STAT	E ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Coorder Force Daith & Decume		4 North Drootssond								Counsel to Movant Retirees and
Spencer Fane Britt & Browne LLP	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	МО	63105	314-863-7733	314-862-4656	ddoyle@spencerfane.com	Proposed Counsel to The Official Committee of Retirees
	Burner B. Boyle	Dodievara	10111111001	Ot. Louis	1110	00100	011 000 1100	011 002 1000	dadyic@spericeriane.com	Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Nicholas Franke	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Committee of Retirees
	Chester B. Salomon,								cp@stevenslee.com	
Stevens & Lee, P.C.	Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	cs@stevenslee.com	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
										Proposed Conflicts Counsel to the
Warran Chausana I. I. D	Michael D. Messes	4700 Cit. Cantas Tauras II	301 Commerce	C 10/ 10	TV	70400	047 040 5050	047 040 5055	mwarner@warnerstevens som	Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Creditors Counsel to General Motors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Corporation
, , , , , , , , , , , , , , , , , , , ,	,									Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North						scimalore@wilmingtontrust.co	Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<u>m</u>	Member/Indenture Trustee

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANY	CONTACT	ADDRESS1	ADDRES52	CITY	SIAIE	ZIP	COUNTRY	34 956 226	FAX	EMAIL	PARTY / FUNCTION
Adalberto Cañadas Castillo		Avda Ramon de Carranza	10-1°	Cadiz		11006	Spain	311		adalberto@canadas.com	Representative to DASE
			-								
											Attorneys for Fry's Metals Inc. and
Adler Pollock & Sheehan PC	Joseph Avanzato	One Citizens Plz 8th Fl		Providence	RI	02903		401-274-7200	401-751-0604	javanzato@apslaw.com	Specialty Coatings Systems Eft
Akin Gump Strauss Hauer & Feld		1333 New Hampshire Ave									Counsel to TAI Unsecured
Aldia Occasi Otracca Hacca & Fald	David M Dunn	NW		Washington	DC	20036		202-887-4000	202-887-4288	ddunn@akingump.com	Creditors Liquidating Trust
Akin Gump Strauss Hauer & Feld LLP	Ira S Dizengoff	590 Madison Ave		New York	NY	10022-2524		212 972 1000	212 972 1002	idizengoff@akingump.com	Counsel to TAI Unsecured Creditors Liquidating Trust
Akin Gump Strauss Hauer & Feld		590 Madison Ave		New TOIK	INT	10022-2524		212-012-1000	212-072-1002	idizerigon@akirigump.com	Creditors Eiguldating Trust
LLP	Peter J. Gurfein	2029 Centure Park East	Suite 2400	Los Angeles	CA	90067		310-552-6696	310-229-1001	pgurfein@akingump.com	Counsel to Wamco, Inc.
Allen Matkins Leck Gamble &											,
Mallory LLP	Michael S. Greger	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	949-553-8354	mgreger@allenmatkins.com	Counsel to Kilroy Realty, L.P.
											Counsel to Cadence Innovation,
Alston & Bird, LLP	Craig E. Freeman	90 Park Avenue		New York	NY	10016		212-210-9400	212-922-3891	craig.freeman@alston.com	LLC
											Counsel to Cadence Innovation,
											LLC, PD George Co, Furukawa
	Dennis J. Connolly; David									dconnolly@alston.com	Electric Companay, Ltd., and Furukawa Electric North America
Alston & Bird, LLP	A. Wender	1201 West Peachtree Street		Atlanta	GA	30309		404-881-7269	101 253 8551	dwender@alston.com	APD. Inc.
Alston & Bird, EEF	A. Welluel	1201 West Feachtiee Street		Alianta	GA	30309		404-001-7209	404-233-6334	dwerider@aistorr.com	Representative for Ambrake
Ambrake Corporation	Brandon J. Kessinger	300 Ring Road		Elizabethtown	KY	42701		270-234-5428	270-737-3044	bkessinger@akebono-usa.com	
American Axle & Manufacturing,	3	One Dauch Drive, Mail Code									Representative for American Axle
Inc.	Steven R. Keyes	6E-2-42		Detroit	MI	48243		313-758-4868		steven.keyes@aam.com	& Manufacturing, Inc.
											Counsel to ITW Mortgage
Andrews Kurth LLP	Gogi Malik	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	gogimalik@andrewskurth.com	Investments IV, Inc.
											Counsel to ITW Mortgage
Andrews Kurth LLP	Monica S. Blacker	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	mblacker@andrewskurth.com	Investments IV, Inc.
Anglin, Flewelling, Rasmussen,	Mark T. Flewelling	199 South Los Robles Avenue	Cuita 600	Danadana	CA	91101-2459		626 525 1000	626-577-7764	mtf@afrct.com	Counsel to Stanley Electric Sales
Campbell & Trytten, LLP	Mark 1. Fleweiling	199 South Los Robies Avenue	Suite 600	Pasadena	CA	91101-2459		020-030-1900	020-3/1-//04	mtt@airct.com	of America, Inc. Attorneys for Whitebox Hedged
Anthony Ostlund & Baer PA	John B Orenstein	3600 Wells Fargo Ctr	90 S 7th St	Minneapolis	MN	55402		612-349-6969	612-349-6996	jorenstein@aoblaw.com	High Yield Partners, LP
randony condina a baci i ri	COLLI D' CTOLICIONI	occo treno i digo cu	00 0 7 11 01	······································		50.02		0.12 0.10 0000	0.20.0000	<u> </u>	Counsel to Pullman Bank and
Arent Fox PLLC	Mitchell D. Cohen	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	Cohen.Mitchell@arentfox.com	Trust Company
											Counsel to Pullman Bank and
Arent Fox PLLC	Robert M. Hirsh	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	Hirsh.Robert@arentfox.com	Trust Company
											Counsel to Daishinku (America)
											Corp. d/b/a KDS America
Arnell Colden Crease, LLD	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404 072 0120	404 072 0404	dladdin@agg.com	("Daishinku"), SBC Telecommunications, Inc. (SBC)
Arnall Golden Gregory LLP	Darryi S. Laddin	171 17th Street NVV	Suite 2100	Atianta	GA	30363-1031		404-873-8120	404-873-8121	diaddin@agg.com	Counsel to CSX Transportation,
Arnold & Porter LLP	Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	202-942-5999	joel gross@aporter.com	Inc.
ATS Automation Tooling Systems				rruormigto:	2.0.	20001 1200		202 0 12 0000	202 0 12 0000	cgalloway@atsautomation.co	
Inc.	Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	519-650-6520	m	Company
											•
											Attorney for Alabama Power
Balch & Bingham LLP	Eric T. Ray	PO Box 306		Birmingham	AL	35201		205-251-8100	205-226-8799	eray@balch.com	Company
											Counsel to Motion Industries, Inc.,
Barack, Ferrazzano, Kirschbaum	Kinshaali, L.D. U	000 M/M-di 0/ 0/ 0000		Ohioo		00000		040 004 0465	040 004 0455	Line and in a second of	EIS, Inc. and Johnson Industries,
& Nagelberg LLP	Kimberly J. Robinson	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	312-984-3150	kim.robinson@bfkn.com	Inc. Counsel to Motion Industries. Inc
Barack, Ferrazzano, Kirschbaum											EIS. Inc. and Johnson Industries.
& Nagelberg LLP	William J. Barrett	200 W Madison St Ste 3900		Chicago	П	60606		312-984-3100	312-984-3150	william.barrett@bfkn.com	Inc.
a ragainary LLi	Timani o. Danott	200 1. Middleon Ct Gtc 0000		clougo				5.E 554 5100	5.2 004 0100	T. I. C.	Counsel to Mays Chemical
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	alan.mills@btlaw.com	Company
											Counsel to Priority Health; Clarion
			Suite 500		MI	49503				john.gregg@btlaw.com	Corporation of America

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Clarion Corporation of
Barnes & Thornburg LLP	Mark R. Owens	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	mark.owens@btlaw.com	America
											Counsel to Gibbs Die Casting
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	michael.mccrory@btlaw.com	Corporation; Clarion Corporation of America
Barries & Morriburg EEF	Wildrider N. Widdrory	11 3. Welldian Street		mulanapons	IIN	40204		317-230-1313	317-231-7433	michael.mccrory@bliaw.com	Counsel to Armada Rubber
											Manufacturing Company, Bank of
											America Leasing & Leasing &
											Capital, LLC, & AutoCam
Barnes & Thornburg LLP	Patrick E. Mears	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3936	616-742-3999	pmears@btlaw.com	Corporation
Damas & Thamburs II D	Wandu D. Danie	44 C Manielian Otrosat		l	18.1	40004		047 000 4040	047 004 7400		Counsel to Gibbs Die Casting
Barnes & Thornburg LLP	Wendy D. Brewer	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	wendy.brewer@btlaw.com	Corporation Counsel to Iron Mountain
Bartlett Hackett Feinberg P.C.	Frank F. McGinn	155 Federal Street	9th Floor	Boston	MA	02110		617-422-0200	617-422-0383	ffm@bostonbusinesslaw.com	Information Management, Inc.
Bartiett Hackett Femberg F.O.	Trank T. Moonin	100 T Cuciui Cuccu	out i tool	Booton	IVD (02110		017 422 0200	017 422 0000	mnegootenbaanressiaw.som	Counsel to Madison County
Beeman Law Office	Thomas M Beeman	33 West 10th Street	Suite 200	Anderson	IN	46016		765-640-1330	765-640-1332	tom@beemanlawoffice.com	(Indiana) Treasurer
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
Bernstein Litowitz Berger &											Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H
Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019		212-554-1411	2125541444	hannah@blbglaw.com	and Stichting Pensioenfords ABP
	raman L. orosimala	120071101100 01 1107 111011010		11011 10111		10010			2.200	naman(w, bibgiaw.com	and ottoriting i oriencementer i.e.
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
Bernstein Litowitz Berger &	John P. Coffey	1285 Avenue of the Americas		New York	NY	10019		212-554-1409	0405544444	sean@blbglaw.com	Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Grossman	John P. Colley	1265 Avenue of the Americas		New fork	INT	10019		212-554-1409	2125541444	<u>sean@blbglaw.com</u>	Counsel to SANLUIS Rassini
Bernstein Litowitz Berger &											International, Inc.; Rassini, S.A. de
Grossman	Wallace A. Showman	1285 Avenue of the Americas		New York	NY	10019		212-554-1429	212-554-1444	wallace@blbglaw.com	C.V.
											Counsel to UPS Supply Chain
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	klaw@bbslaw.com	Solutions, Inc
											Counsel to UPS Supply Chain
											Solutions, Inc.; Solectron
											Corporation; Solectron De Mexico SA de CV; Solectron Invotronics;
	Lawrence M. Schwab.										Coherent, Inc.: Veritas Software
Bialson, Bergen & Schwab	Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	lschwab@bbslaw.com	Corporation
	·										Solectron Corporation; Solectron
											de Mexico SA de CV; Solectron
Bialson, Bergen & Schwab	Patrick M. Costello, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	pcostello@bbslaw.com	Invotronics and Coherent, Inc.
Dialaca Dagasa 9 Cabusah	Th M. O	0000 FL Ci BI	0	D-1- Alt-	0.4	0.4000		050 057 0500	050 404 0700	t @b-b-d	Counsel to Veritas Software
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	tgaa@bbslaw.com itaylor@binghammchale.com	Corporation Counsel to Universal Tool &
	John E Taylor									wmosbv@binghammchale.co	Engineering co., Inc. and M.G.
Bingham McHale LLP	Whitney L Mosby	10 West Market Street	Suite 2700	Indianapolis	IN	46204		317-635-8900	317-236-9907	m	Corporation
			405 Lexington								Counsel to DENSO International
B B	Marc E. Richards	The Chrylser Building	Avenue	New York	NY	10174		212-885-5000	212-885-5002	mrichards@blankrome.com	America, Inc.
Blank Rome LLP											
Blank Rome LLP				1	- 1			1	1	1	Counsel to Freudenberg-NOK;
Blank Rome LLP											
Blank Rome LLP											General Partnership; Freudenberg-
Blank Rome LLP											General Partnership; Freudenberg- NOK, Inc.; Flextech, Inc.;
Blank Rome LLP											General Partnership; Freudenberg-

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANY	CONTACT	ADDRESST	ADDRES52	CITY	SIAIE	ZIP	COUNTRY	PHONE	FAX	EWAIL	Counsel to Marquardt GmbH and
											Marguardt Switches, Inc.; Tessy
Bond, Schoeneck & King, PLLC	Comillo W. Llill	One Lincoln Center	18th Floor	Curranuan	NY	13202		215 210 0000	315-218-8100	chill@bsk.com	Plastics Corp.
Borid, Scriberieck & Kirig, PLLC	Carrille W. Hill	One Lincoln Center	10111 F1001	Syracuse	IN T	13202		313-210-0000	313-210-0100	CHIII(@DSK.COHI	Plastics Corp.
Bond, Schoeneck & King, PLLC	Charles J. Sullivan	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	csullivan@bsk.com	Counsel to Diemolding Corporation
Dona, Concernous a rung, r 220	Gridings of Camitan	One Emisem Conte	1001	cy.ususs		.0202		0.02.0000	0.02.00.00	<u> </u>	Counsel to Marquardt GmbH and
											Marquardt Switches, Inc.; Tessy
											Plastics Corp; Diemolding
Bond, Schoeneck & King, PLLC	Stephen A Donato	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	sdonato@bsk.com	Corporation
Dona, Concerned a rung, r 220	Ctophion in Bonato	One Emisem Conte	1001	cy.ususs		.0202		0.02.0000	0.02.00.00	<u> </u>	o o por a do r
											Counsel to Decatur Plastics
											Products, Inc. and Eikenberry &
											Associates, Inc.; Lorentson
											Manufacturing, Company, Inc.;
	Michael A Trentadue		135 N Pennsylvania							mtrentadue@boselaw.com	Lorentson Tooling, Inc.; L & S
Bose McKinney & Evans LLP	Carina M de la Torre	2700 First Indiana Plz	St	Indianapolis	IN	46204		317-684-5000	317-684-5173	cdelatorre@boselaw.com	Tools, Inc.; Hewitt Tool & Die, Inc.
Dose Meranney & Evano EE	Carrie W de la Torre	27 00 T II OL Malana T IZ	Ot .	паапаропо		10201		017 004 0000	011 004 0110	odelaterre@booclaw.com	Counsel to Calsonic Kansei North
Boult, Cummings, Conners &		1600 Division Street, Suite									America, Inc.; Calsonic Harrison
Berry, PLC	Austin L. McMullen	700	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	amcmullen@bccb.com	Co., Ltd.
Berry, F LO	Austin E. McMallen	700	F O BOX 34003	INASTIVITE	IIN	37203		013-232-2307	013-232-0307	amentalienta beeb.com	Counsel to Calsonic Kansei North
Boult, Cummings, Conners &		1600 Division Street, Suite									America, Inc.; Calsonic Harrison
Berry, PLC	Roger G. Jones	700	PO Box 34005	Nashville	TN	37203		615-252-2307	615 252 6307	riones@bccb.com	Co., Ltd.
Berry, PLC	Roger G. Jones	Administration Department via		Nastiville	IIN	37203		00039-035-605		<u>IJOHES@BCCB.com</u>	Co., Liu.
Brembo S.p.A.	Massimilliano Cini	Brembo 25	24035 Curno BG	Porgomo			Italy	529	671	massimiliano cini@brembo.it	Creditor
Brembo S.p.A.	Massimiliano Cini	Brembo 25	24035 Currio BG	Bergamo			italy	529	0/1	massimiliano cini@brembo.it	Creditor
Proug & Copport IIB	Donald K. Ludman	6 North Broad Street		Moodhury	NJ	08096		956 912 9000	056 052 0022	dludman@brownconnery.com	Counsel to SAP America, Inc.
Brown & Connery, LLP Buchalter Nemer, A Profesional	Donaid K. Ludman	6 North Broad Street		Woodbury	INJ	00090		000-012-0900	000-000-9900	diudman@brownconnery.com	Counsel to Oracle USA, Inc.;
	Chaum M. Christianson	222 Market Street	OFth Floor	Can Francisco	CA	94105-2126		445 227 0000	445 007 0770	schristianson@buchalter.com	
Corporation	Shawn M. Christianson	333 Market Street	25th Floor	San Francisco	CA	94105-2126		415-227-0900	415-227-0770	schristianson@buchaiter.com	Oracle Credit Corporation
D 0 F 1 D	Mishaallaallall	100 Neath Towardieth Otreet	0	Diamaia albana		05000		(005) 450 5007	(205) 244-		Counsel to Mercedes-Benz U.S.
Burr & Forman LLP	Michael Leo Hall	420 North Twentieth Street	Suite 3100	Birmingham	AL	35203		(205) 458-5367	5051	mhall@burr.com	International, Inc
Cadwalader Wickersham & Taft											Attorneys for the Audit Committee
LLP	Jeannine D'Amico	1201 F St NW Ste 1100		Washington	DC	20004		202-862-2452	202 962 2400	jeannine.damico@cwt.com	of Dephi Corporation
LLF	Jeannine D'Annico	1201 F 3t NW Ste 1100		vvasnington	DC	20004		202-002-2432	202-002-2400	jonathan.greenberg@BASF.C	of Depril Corporation
Cabill Cardon & Daindal I I D	Janathan Craanhara	20 Dina Street		Naw Vark	NY	10005		212 701 2000	722 205 6777	OM	Councel to Engelbard Corneration
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	IN T	10005		212-701-3000	132-205-0111	<u>OW</u>	Counsel to Engelhard Corporation
Cahill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005		212 701 3000	212-269-5420	rusadi@cahill.com	Counsel to Engelhard Corporation
Carilli Gordon & Reinder EEF	Robert Osadi	00 Fille Street		New TOIK	INI	10003		212-701-3000	212-209-3420	Tusadi@cariii.com	Courise to Engernard Corporation
		1400 McDonald Investment									Counsel to Brush Engineered
Calfee, Halter & Griswold LLC	Jean R. Robertson, Esg.	Ctr	800 Superior Ave	Cleveland	ОН	44114		216 622 9404	216 241 0016	irobertson@calfee.com	materials
Callee, Haller & Griswold LLC	Jean R. Robertson, Esq.	Cti	oud Superior Ave	Cieveiariu	ОП	44114		210-022-0404	210-241-0010	<u> </u>	Counsel to Cascade Die Casting
Carson Fischer, P.L.C.	Robert A. Weisberg	300 East Maple Road	Third Floor	Birmingham	МІ	48009-6317		248 644 4840	248-644-1832	rweisberg@carsonfischer.com	Group, Inc.
Carson Fischer, F.L.C.	Robert A. Weisberg	300 East Maple Road	I IIII U FIOOI	Diffilligitatii	IVII	46009-0317		240-044-4040	240-044-1032	Tweisberg@carsoriiiscrier.com	Counsel to STMicroelectronics,
Carter Ladvard & Milhurn LLD	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212-732-3200	040 700 0000	cahn@clm.com	Inc.
Carter Ledyard & Milburn LLP	Aaron R. Cann	2 Wall Street		New YOR	IN T	10005		212-732-3200	212-132-3232	<u>cann@cim.com</u>	-
Chadbourne & Parke LLP	Davidos Davitosh For	30 Rockefeller Plaza		New York	NY	10112		212 400 5100	242 544 5260	ddeutsch@chadbourne.com	Counsel to EagleRock Capital Management, LLC
Chadbourne & Parke LLP	Douglas Deutsch, Esq.	30 Rockeleller Plaza		New YOR	IN T	10112		212-406-5100	212-341-3309	ddeutsch@chadbourne.com	
											Counsel to 1st Choice Heating &
											Cooling, Inc.; BorgWarner Turbo
Ol-st. Hill DL O	In al D. Annalah aum	500 M/ durand Arran	0	D-4it		40000 0405		242 005 0000	040 005 0050	:	Systems Inc.; Metaldyne
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	japplebaum@clarkhill.com	Company, LLC
									1		Counsel to BorgWarner Turbo
OL 1 1171 PL 0	0. 5 :	500 14/	0 " 0500	D		10000 5 15 -		040 007 000	040 007 777		Systems Inc.; Metaldyne
Clark Hill PLC	Shannon Deeby	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	sdeeby@clarkhill.com	Company, LLC
	L				L				L		Counsel to ATS Automation
Clark Hill PLLC	Robert D. Gordon	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8572	313-965-8252	rgordon@clarkhill.com	Tooling Systems Inc.
									1		Counsel to Arneses Electricos
Cleary Gottlieb Steen & Hamilton		One Liberty Plaza		1	NY				1	maofiling@cqsh.com	Automotrices, S.A.de C.V.;
LLP	Deborah M. Buell			New York		10006					Cordaflex, S.A. de C.V.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Bear, Stearns, Co. Inc.
											Citigroup, Inc.; Credit Suisse First
											Boston; Deutsche Bank Securities
											Inc.; Goldman Sachs Group, Inc.;
											JP Morgan Chase & Co.; Lehman
											Brothers, Inc.; Merrill Lynch & Co.;
Cleary, Gottlieb, Steen &	Inner I December	On a Libraria Dinas		NaVaal	NINZ	10000		040 005 0000	040 005 0000		Morgan Stanley & Co., Inc.; UBS
Hamilton LLP	James L. Bromley Thomas D. Maxson	One Liberty Plaza 11 Stanwix Street	15th Floor	New York	NY PA	10006 15222-1319			212-225-3999 412-209-1837		Securities, LLC Counsel to Nova Chemicals, Inc.
Cohen & Grigsby, P.C.	THOMAS D. Waxson	11 Stanwix Street	13(1) F1001	Pittsburgh	PA	15222-1319		412-297-4700	412-209-1037	maxson@conemaw.com	Counsel to International Union,
											United Automobile, Areospace and
	Joseph J. Vitale									ivitale@cwsnv.com	Agriculture Implement Works of
Cohen, Weiss & Simon LLP	Babette Ceccotti	330 West 42nd Street		New York	NY	10036		212-356-0238	646-473-8238	bceccotti@cwsnv.com	America (UAW)
Corion, Weise a Cimen EE	Dabotto Occootti	OCC TYCST 4211d Circct		THOW TOTAL		10000		212 000 0200	040 470 0200	Docoodii(@owony.com	Counsel to Floyd Manufacturing
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	СТ	06103		860-493-2200	860-727-0361	srosen@cb-shea.com	Co Inc.
Conlin, McKenney & Philbrick,											
P.C.	Bruce N. Elliott	350 South Main Street	Suite 400	Ann Arbor	MI	48104		734-971-9000	734-971-9001	Elliott@cmplaw.com	Counsel to Brazeway, Inc.
											,
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	302-658-0380	jwisler@cblh.com	Counsel to ORIX Warren, LLC
									203-629-1977	mlee@contrariancapital.com	
								203-862-8200		istanton@contrariancapital.co	
0ti 0it- M	Mantalana Janian Otantan								(000) 000	<u>m</u>	0
Contrarian Capital Management, L.L.C.	Mark Lee, Janice Stanton Bill Raine, Seth Lax	, 411 West Putnam Avenue	Suite 225	Greenwich	СТ	06830		(230) 862-8231	(203) 629-	wraine@contrariancapital.com solax@contrariancapital.com	Counsel to Contrarian Capital Management, L.L.C.
L.L.C.	biii Raille, Selli Lax	411 West Futilalli Avenue	Suite 225	Greenwich	Ci	00030		(230) 602-6231	1977	Solax@contranancapital.com	Management, L.L.C.
											Counsel to Harco Industries, Inc.;
Coolidge, Wall, Womsley &											Harco Brake Systems, Inc.; Daytor
Lombard Co. LPA	Ronald S. Pretekin	33 West First Street	Suite 600	Dayton	ОН	45402		937-223-8177	937-223-6705	Pretekin@coollaw.com	Supply & Tool Coompany
			300 CCC Building,	.,							Paralegal/Counsel to Cornell
Cornell University	Nancy H. Pagliaro	Office of University Counsel	Garden Avenue	Ithaca	NY	14853-2601		607-255-5124	607-254-3556	nhp4@cornell.edu	University
,	Susan Power Johnston										
Covington & Burling	Aaron R. Marcu	620 Eighth Ave		New York	NY	10018		212-841-1005	646-441-9005	sjohnston@cov.com	Special Counsel to the Debtor
Cox, Hodgman & Giarmarco,		-	101 W. Big Beaver								Counsel to Nisshinbo Automotive
P.C.	Sean M. Walsh, Esq.	Tenth Floor Columbia Center	Road	Troy	MI	48084-5280		248-457-7000	248-457-7001	swalsh@chglaw.com	Corporation
											Counsel to SPS Technologies,
											LLC; NSS Technologies, Inc.; SPS
											Technologies Waterford Company
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennslyvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	dpm@curtinheefner.com	Greer Stop Nut, Inc.
											Counsel to SPS Technologies,
											LLC; NSS Technologies, Inc.; SPS
Curtin & Heefner, LLP	Dobort Szwaikos	250 N. Bonnolayonia Avenue		Morrisville	DΛ	19067		215 726 2524	215 726 2647	rsz@curtinheefner.com	Technologies Waterford Company
Gurum & neemer, LLP	Robert Szwajkos	250 N. Pennslyvania Avenue		IVIOITISVIIIE	PA	19007		210-130-2521	215-736-3647	152@CUI III III EEI NET. COM	Greer Stop Nut, Inc. Counsel to Relco, Inc.; The
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	716-856-5510	wsavino@damonmorey.com	Durham Companies, Inc.
Damon & Woley LLF	vviiiiaiii i . Gaviiiu	1000 Catileurai Flace	230 Maii Sticet	Dullaio	INI	17202-4090	1	7 10-030-3300	7 10-030-3310	wsavino@damonnorey.com	Counsel to Marshall E. Campbell
Day Pitney LLP	Richard M. Meth	P.O. Box 1945		Morristown	NJ	07962-1945		973-966-6300	973-966-1015	rmeth@daypitney.com	Company
					1	2.002 .040		2. 2 222 2300	2.3 000 .010		Counsel to IBJTC Business Credit
											Corporation, as successor to IBJ
	Ronald S. Beacher									rbeacher@daypitney.com	Whitehall Business Credit
Day Pitney LLP	Conrad K. Chiu	7 Times Square		New York	NY	10036		212-297-5800	212-916-2940	cchiu@daypitney.com	Corporation
<u> </u>		·									Counsel to Denso International
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086		248-372-8531	248-350-7772	carol_sowa@denso-diam.com	America, Inc.
,											Counsel to The Procter & Gamble
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Stree	t Cincinnati	ОН	45202	1	513-977-8200	513-977-8141	john.persiani@dinslaw.com	Company

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2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP.	COUNTRY	PHONE	FAX	FMAIL	PARTY / FUNCTION
SSMI ART	Richard M. Kremen	ADDREGOT	ADDITECTO	OILI	UIAIL	211	COUNTRY	THORE	I AX	LINAL	Counsel to Constellation
DLA Piper Rudnick Gray Cary U											NewEnergy, Inc. & Constellation
LLP	Ruark	The Marbury Building	6225 Smith Avenue	Baltimore	Maryland	21209-3600		410-580-3000	410-580-3001	richard.kremen@dlapiper.com	
ELI	radin	The Marbary Banding	0220 Ciliai / Weilde	Builinois	ivial ylana	21200 0000		410 000 0000	410 000 0001	nonara.krementædiapiper.com	New Energy Guo Division, EEG
	Maura I. Russell										
Dreier LLP	Wendy G. Marcari	499 Park Ave	14th FI	New York	NY	10022		212-328-6100	212-652-3863	jguerrier@dreierllp.com	Counsel to SPCP Group LLC
											Counsel to Penske Truck Leasing
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	andrew.kassner@dbr.com	Co., L.P.
											Counsel to Penske Truck Leasing
Dainten Biddle & Death II D	David D. Assesses	40th		Dhiladalahia	PA	19103		045 000 0700	045 000 0757	did	Co., L.P. and Quaker Chemical
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103		215-900-2700	213-900-2/3/	david.aaronson@dbr.com	Corporation Counsel to Vanguard Distributors,
Drinker Biddle & Reath LLP	Janice B. Grubin	140 Broadway 39th FI		New York	NY	10005-1116		212 248 3140	212 248 3141	janice.grubin@dbr.com	Inc.
Dillikel Bludle & Realli LLF	Janice B. Grubin	140 Bloadway 39th Fi		New TOIK	INT	10003-1110		212-246-3140	212-240-3141	Janice.grubin@ubr.com	IIIC.
l											Counsel to NDK America.
											Inc./NDK Crystal, Inc.; Foster
											Electric USA, Inc.; JST
											Corporation; Nichicon (America)
											Corporation; Taiho Corporation of
											America; American Aikoku Alpha,
											Inc.; Sagami America, Ltd.; SL
											America, Inc./SL Tennessee, LLC;
Duane Morris LLP	Joseph H. Lemkin	744 Broad Street	Suite 1200	Newark	NJ	07102		973-424-2000	973-424-2001	ihlemkin@duanemorris.com	and Hosiden America Corporation
Buaric Morris EE	оозерити. Естики	744 Bload Street	Odite 1200	IVCWalk	140	07 102		373-424-2000	373-424-2001	Inchiking adarrements.com	Counsel to ACE American
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020	dmdelphi@duanemorris.com	Insurance Company
Edding Memo EE.	margery it i tood, Eoq.	00 000011 17 111 011 011		· ·····adoipina		10.00 1.00		210 010 1000	2.00.000.020	wmsimkulak@duanemorris.co	Counsel to ACE American
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020		Insurance Company
										<u></u>	meanance company
Eckert Seamans Cherin & Mello	tt									mbusenkell@eckertseamans.c	Counsel to Chicago Miniature
LLC	Michael G. Busenkell	300 Delaware Avenue	Suite 1360	Wilmington	DE	19801		302-425-0430	302-425-0432		Optoelectronic Technologies, Inc.
Electronic Data Systems				Ŭ							Representattive for Electronic Data
Corporation	Ayala Hassell	5400 Legacy Dr.	Mail Stop H3-3A-05	Plano	TX	75024		212-715-9100	212-715-8000	avala.hassell@eds.com	Systems Corporation
·	j	9 ,	,								Assistant General Counsel to
Entergy Services, Inc.	Alan H. Katz	639 Loyola Ave 26th FI		New Orleans	LA	70113				akatz@entergy.com	Entergy Services, Inc
Erman, Teicher, Miller, Zucker 8	k.										Counsel to Doshi Prettl
Freedman, P.C.	David H. Freedman	400 Galleria Officentre	Ste. 444	Southfield	MI	48034		248-827-4100			International, LLC
Ettelman & Hochheiser, P.C.	Gary Ettelman	c/o Premium Cadillac	77 Main Street	New Rochelle	NY	10801		516-227-6300	516-227-6307	gettelman@e-hlaw.com	Counsel to Jon Ballin
											Counsel to Aluminum International
Fagel Haber LLC	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	312-580-2201	Inewman@fagelhaber.com	Inc.
	Charles J. Filardi, Jr.,										Counsel to Federal Express
Filardi Law Offices LLC	Esq.	65 Trumbull Street	Second Floor	New Haven	CT	06510		203-562-8588	866-890-3061	charles@filardi-law.com	Corporation
Finkel Goldstein Rosenbloom &											Counsel to Pillarhouse (U.S.A.)
Nash LLP	Ted J. Donovan	26 Broadway	Suite 711	New York	NY	10004		212-344-2929	212-422-6836	tdonovan@finkgold.com	Inc.
		500 Woodward Ave Suite								1	
Foley & Lardner LLP	David G Dragich	2700	0 II 0000	Detroit	MI	48226-3489			313-234-2800		Counsel to Intermet Corporation
Foley & Lardner LLP	Jill L. Murch	321 North Clark Street	Suite 2800	Chicago	IL	60610-4764		312-832-4500	312-832-4700	jmurch@foley.com	Counsel to Kuss Corporation
		0 0 1 10 1	500 Woodward Ave			10000 0 10 -		040.00 : = : = :	040 00 : 00 =		
Foley & Lardner LLP	John A. Simon	One Detroit Center	Suite 2700	Detroit	MI	48226-3489	<u> </u>	313-234-7100			Counsel to Ernst & Young LLP
Foley & Lardner LLP	Michael P. Richman	90 Park Avenue	37th Floor	New York	NY	10016-1314	<u> </u>	212-682-7474	212-687-2329	mrichman@foley.com	Counsel to Ernst & Young LLP
	=										Counsel to M&Q Plastic Products,
Fox Rothschild LLP	Fred Stevens	13 East 37th Street	Suite 800	New York	NY	10016		212-682-7575	212-682-4218	fstevens@foxrothschild.com	Inc.
											Counsel to M&Q Plastic Products,
Fox Rothschild LLP	Michael J. Viscount, Jr.	1301 Atlantic Avenue	Suite 400	Atlantic City	NJ	08401-7212		609-348-4515	609-348-6834	mviscount@foxrothschild.com	Inc.
		440.4	D O D 0005	.,		50500		000 040 00=0	000 040 00	6 71 6 71 1	Counsel to Southwest Metal
Frederick T. Rikkers		419 Venture Court	P.O. Box 930555	Verona	WI	53593		ou8-848-6350	ou8-848-6357	ftrikkers@rikkerslaw.com	Finishing, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Southwest Research
Fulbright & Jaworski LLP	David A Rosenzweig	666 Fifth Avenue		New York	NY	10103-3198		212-318-3000	212-318-3400	drosenzweig@fulbright.com	Institute Attorney for Solvay Fluorides, LLC
Fulbright & Jaworski LLP	Michael M Parker	300 Convent St Ste 2200		San Antonio	TX	78205		210-224-5575	210-270-7205	mparker@fulbright.com	Counsel to Southwest Research Institute
Garvey Schubert Barer	Roberto Carrillo	100 Wall St 20th FI		New York	NY	10005		212-965-4511	212-334-1278	rcarrillo@gsblaw.com	Attorney's for Tecnomec S.r.L.
Gibbons P.C.	David N. Crapo	One Gateway Center		Newark	NJ	07102-5310		973-596-4523	973-639-6244	dcrapo@gibbonslaw.com	Counsel to Epcos, Inc.
Goodwin Proctor LLP	Allan S. Brilliant	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	abrilliant@goodwinproctor.com	Counsel to UGS Corp.
Goodwin Proctor LLP	Craig P. Druehl	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	cdruehl@goodwinproctor.com	Counsel to UGS Corp.
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004		212-269-2500	212-269-2540	bmehlsack@gkllaw.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333		617-482-1776	617-574-4112	pbilowz@goulstonstorrs.com	Counsel to Thermotech Company
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111		212-755-6501	212-755-6503	jeisenhofer@gelaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Grant & Eisenhofer P.A.	Sharan Nirmul	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	snirmul@gelaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	mrr@previant.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10
Gratz, Miller & Brueggeman, S.C.	Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	tch@previant.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10
	J. Michael Debbler, Susar										Counsel to Grote Industries; Batesville Tool & Die; PIA Group;
Graydon Head & Ritchey LLP Greenberg Traurig, LLP	M. Argo Maria J. DiConza	1900 Fifth Third Center MetLife Bldg	511 Walnut Street 200 Park Avenue	Cincinnati New York	OH NY	45202 10166		513-621-6464		mdebbeler@graydon.com diconzam@gtlaw.com	Reliable Castings Counsel to Samtech Corporation

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Greenberg Traurig, LLP	Shari L. Heyen	1000 Louisiana	Suite 1800	Houston	TX	77002	OCCIVITAT			heyens@gtlaw.com	Counsel to Samtech Corporation
Greensfelder, Hemker & Gale,	Cherie Macdonald	1000 Eduisiana	Outic 1000	Tioustori	17	77002		7 10-374-3300	7 10-074-0000	ckm@greensfelder.com	Couriser to Carnicer Corporation
P.C.	J. Patrick Bradley	10 S. Broadway	Suite 200	St. Louis	МО	63102		314-241-9090	314-241-8624		Counsel to ARC Automotive, Inc.
1 .0.	5.1 attick bradicy	10 G. Broadway	Odite 200	Ot. Louis	IVIO	00102		314-241-3030	314-241-0024	jpb@greensieder.com	Counsel to American Finance
										herb.reiner@guarantygroup.co	
Guaranty Bank	Herb Reiner	8333 Douglas Avenue		Dallas	TX	75225		214-360-2702	214-360-1940		Corporation
Guaranty Bank	TICID IXCIIICI	0000 Douglas Avenue		Dallas	17	7 3223		214-300-2702	214-300-1340	<u> </u>	Counsel to Pacific Gas Turbine
	Alan D. Halperin									cbattaglia@halperinlaw.net	Center, LLC and Chromalloy Gas
	Christopher J.Battaglia									ahalperin@halperinlaw.net	Turbine Corporation; ARC
Halperin Battaglia Raicht, LLP	Julie D. Dyas	555 Madison Avenue	9th Floor	New York	NY	10022		212-765-9100	242 765 0064		Automotive, Inc
Haiperin Ballagila Raicht, LLP	Julie D. Dyas	555 Madison Avenue	9(1) F1001	New YOR	INT	10022		212-705-9100	212-705-0904	juyas@naiperiniaw.net	Counsel to Alliance Precision
Hancock & Estabrook LLP	B. John Clark Fog	1500 Tower I	PO Box 4976	Curacuas	NY	13221-4976		315-471-3151	215 471 2167	rjclark@hancocklaw.com	Plastics Corporation
Halicock & Establook LLP	R John Clark Esq	1500 Tower I	PO BOX 4976	Syracuse	INT	13221-4976		313-471-3131	315-4/1-316/	ijciai k@nancockiaw.com	
											Counsel to Baker Hughes
	l <u>-</u>										Incorporated; Baker Petrolite
Harris D. Leinwand	Harris D. Leinwand	350 Fifth Avenue	Suite 2418	New York	NY	10118		212-725-7338	212-244-6219		Corporation
										judith.elkin@haynesboone.co	Counsel to Highland Capital
Haynes and Boone, LLP	Judith Elkin	153 East 53rd Street	Suite 4900	New York	NY	10022		212-659-7300	212-918-8989		Management, L.P.
										lenard.parkins@haynesboone.	
										<u>com</u>	
	Lenard M. Parkins		1221 McKinney,							kenric.kattner@haynesboone.c	Counsel to Highland Capital
Haynes and Boone, LLP	Kenric D. Kattner	1 Houston Center	Suite 2100	Houston	TX	77010		713-547-2000	713-547-2600	<u>om</u>	Management, L.P.
			Seven Times							timothy.mehok@hellerehrman.	
Heller Ehrman LLP	Timothy Mehok	Times Square Tower	Square	New York	NY	10036		212-832-8300	212-763-7600	com	Counsel to @Road, Inc.
											Counsel to Canon U.S.A., Inc. and
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		New York	NY	10016		212-592-1448	212-545-3360	prubin@herrick.com	Schmidt Technology GmbH
·											Counsel to Hewlett-Packard
Hewlett-Packard Company	Anne Marie Kennelly	3000 Hanover St., M/S 1050		Palo Alto	CA	94304		650-857-6902	650-852-8617	anne.kennellv@hp.com	Company
- Company	- International Control of the Contr				-						Counsel to Hewlett-Packard
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806		714-940-7120	740-940-7539	ken.higman@hp.com	Company
newica r dokara company	Termearr : riiginari	Z 120 E. Ratella / Wellac	Cuite 400	/ triancim	O/ t	02000		714 040 7120	140 040 1000	Kon.nigman(amp.com	Counsel to Hewlett-Packard
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974		908-898-4760	908-898-4133	sharon.petrosino@hp.com	Financial Services Company
newica r dokard company	Charon i ca como	420 Modificant / Weride		Indiray i iii	140	07074		000 000 4700	000 000 4100	echarlton@hiscockbarclav.co	Tindholdi Cervices Cempany
Hiscock & Barclay, LLP	J. Eric Charlton	300 South Salina Street	PO Box 4878	Syracuse	NY	13221-4878		315-425-2716	315 425 8576		Counsel to GW Plastics, Inc.
Hodgson Russ LLP	Julia S. Kreher	One M&T Plaza	Suite 2000	Buffalo	NY	14203		716-848-1330		_	Counsel to Hexcel Corporation
Hougson Russ EEF	Julia 3. Krellel	Official Flaza	Suite 2000	Dullalo	INI	14203		7 10-040-1330	7 10-0 19-4043	jkrener@nodgsomdss.com	Counsel to Hexcel Corporation; Co
											Counsel for Yazaki North America,
Hedgeen Dues III D	Stanban II Grass For	230 Park Avenue	17th Floor	Naw Vark	NY	10169		212-751-4300	242 754 0020	sgross@hodgsonruss.com	Inc.
Hodgson Russ LLP	Stephen H. Gross, Esq.	230 Park Avenue	17(11 F1001	New York	INT	10109		212-751-4300	212-751-0920	sgross@nougsonruss.com	IIIC.
											0 0 16 1/4 1/11 1/1
55	0, 1, 11, 0, 5	00 5 40 1010711 51				10105 0150		040 004 0505	040 070 4077		Co-Counsel for Yazaki North
Hodgson Russ LLP	Stephen H. Gross, Esq.	60 E 42nd St 37th FI		New York	NY	10165-0150		212-661-3535	212-972-1677	sgross@hodgsonruss.com	America, Inc.
			555 Thirteenth								Counsel to Umicore Autocat
Hogan & Hartson L.L.P.	Edward C. Dolan	Columbia Square	Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	202-637-5910	ecdolan@hhlaw.com	Canada Corp.
Hogan & Hartson L.L.P.	Scott A. Golden	875 Third Avenue		New York	NY	10022		212-918-3000	212-918-3100	sagolden@hhlaw.com	Counsel to XM Satellite Radio Inc.
											Counsel to CoorsTek, Inc.; Corus,
Holme Roberts & Owen, LLP	Elizabeth K. Flaagan	1700 Lincoln	Suite 4100	Denver	CO	80203		303-861-7000	303-866-0200	elizabeth.flaagan@hro.com	L.P.
Honigman, Miller, Schwartz and			660 Woodward								Counsel to Fujitsu Ten Corporation
Cohn, LLP	Donald T. Baty, Jr.	2290 First National Building	Avenue	Detroit	MI	48226		313-465-7314	313-465-7315	dbaty@honigman.com	of America
											Counsel to Valeo Climate Control Corp.; Valeo Electrical Systems,
											Inc Motors and Actuators
											Division; Valeo Electrical Systems,
Honiaman Miller Cabusarts			660 Woodward								
Honigman, Miller, Schwartz and Cohn, LLP	E. Todd Sable	2290 First National Building		Dotroit	MI	48226		212 465 7540	212 465 7540	tsable@honigman.com	Inc Wipers Division; Valeo
JOURIT, LLP	∟. Touu Sable	LZZOU FIISI INALIONAI BUIIDING	Avenue	Detroit	IVII	40220	I	313-405-7548	1313-405-7549	ьаыешнонідтап.сот	Switches & Detection System, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
SOMI AIVI	OONTAGT	ADDITEOUT	ABBREOUZ		OTATE		- GGGIVIIVI	- HOILE	17.7	LWAIL	PARTITION
Honigman, Miller, Schwartz and			660 Woodward								Counsel for Valeo Climate Control,
Cohn, LLP	Seth A Drucker	2290 First National Building	Avenue Ste 2290	Detroit	MI	48226		313-465-7626	313-465-7627	sdrucker@honigman.com	Corp.
										lgretchko@howardandhoward.	Intellectual Property Counsel for
Howard & Howard Attorneys PC	Lisa S Gretchko	39400 Woodward Ave	Ste 101	Bloomfield Hills	MI	48304-5151		248-723-0396	248-645-1568	com	Delphi Corporation, et al.
Howick, Westfall, McBryan & Kaplan, LLP	Lauria C. MaDavan	2101 Tower Creek Darlavey	Ste 600 One Tower Creek	Atlanta	C A	20220		670 204 7000	670 204 7024	lmcbrvan@hwmklaw.com	Counsel to Vanguard Distributors, Inc.
Hunton & Wiliams LLP	Louis G. McBryan Michael P. Massad, Jr.	3101 Tower Creek Parkway Energy Plaza, 30th Floor	1601 Bryan Street	Atlanta Dallas	GA TX	30339 75201			678-384-7034 214-880-0011	mmassad@hunton.com	Counsel to RF Monolithics, Inc.
Hunton & Williams LLP	Steven T. Holmes	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201			214-880-0011	sholmes@hunton.com	Counsel to RF Monolithics, Inc.
Hurwitz & Fine P.C.	Ann E. Evanko	1300 Liberty Building	1001 Bryan Olicci	Buffalo	NY	14202			716-855-0874	aee@hurwitzfine.com	Counsel to Jiffy-Tite Co., Inc.
Ice Miller	Ben T. Caughey	One American Square	Box 82001	Indianapolis	IN	46282-0200			317-236-2219	Ben.Caughey@icemiller.com	Counsel to Sumco, Inc.
	Ĭ.	·		·							
											General Counsel & Vice President
Infineon Technologies North											for Infineon Technologies North
America Corporation	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112		408-501-6442	408-501-2488	greg.bibbes@infineon.com	America Corporation
											Global Account Manager for
Infineon Technologies North	I-# Oilli-	0500 O D	O. ita III	IZ-li	INI	40000		705 454 0440	705 450 0000	i-#	Infineon Technologies North
America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902		765-454-2146	765-456-3836	jeffery.gillispie@infineon.com heather@inplaytechnologies.c	America
InPlay Technologies Inc	Heather Beshears	234 South Extension Road		Mesa	AZ	85201				om	Creditor
inir lay reciliologies inc	ricatrici Desileais	234 South Extension Road		IVICSA	\\L	03201				<u>om</u>	Creditor
											Counsel to International
											Brotherood of Electrical Workers
											Local Unions No. 663; International
											Association of Machinists; AFL-
											CIO Tool and Die Makers Local
											Lodge 78, District 10; International
International Union of Operating											Union of Operating Engineers
Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	202-778-2641	rgriffin@iuoe.org	Local Union Nos. 18, 101 and 832
Jaffe, Raitt, Heuer & Weiss, P.C.	Doigo E Dorr	27777 Franklin Road	Suite 2500	Southfield	мі	48034		249 254 2000	248-351-3082	pbarr@iaffelaw.com	Counsel to Trutron Corporation
Jane, Naitt, Fleder & Weiss, F.C.	raige L. Daii	27777 Trankiii Noau	Suite 2300	Soutimeia	IVII	40034		240-331-3000	240-331-3002	pbarr@jarrelaw.com	Counsel to Port City Die Cast and
James R Scheuerle	Parmenter O'Toole	601 Terrace Street	PO Box 786	Muskegon	MI	49443-0786		231-722-1621	231-728-2206	JRS@Parmenterlaw.com	Port City Group Inc
Carried I Corredone	Tamonto o Toolo		. o Box . oo	ao.togo.i		101100100		2011221021	2011202200	or to (w) a montona woom	Counsel to SPX Corporation
											(Contech Division), Alcan Rolled
											Products-Ravenswood, LLC,
Jenner & Block LLP	Ronald R. Peterson	One IBM Plaza		Chicago	IL	60611		312-222-9350	312-840-7381	rpeterson@jenner.com	Tenneco Inc. and Contech LLC
Jones Day	Scott J. Friedman	222 East 41st Street		New York	NY	10017		212-326-3939	212-755-7306	sjfriedman@jonesday.com	Counsel to WL. Ross & Co., LLC
											Counsel to TDK Corporation
Katten Muchin Rosenman LLP	John D. Cioner For	525 West Monroe Street		Chicago	IL	60661		242 002 5200	312-577-4733	john.sieger@kattenlaw.com	America and MEMC Electronic
Katteri Muchin Rosenman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	00001		312-902-5200	312-3/1-4/33	jorn.sieger@katteniaw.com	Materials, Inc. Counsel to InPlay Technologies
Kaye Scholer LLP	Richard G Smolev	425 Park Avenue		New York	NY	10022-3598		212-236-8000	212-836-8689	rsmolev@kayescholer.com	Inc
Kegler, Brown, Hill & Ritter Co.,	rticilata o officiev	4231 ark Avenue		INCW FOIR	111	10022-3330		212-230-0000	212-030-0003	13HOICY@RAYC3CHOICI.COH	Counsel to Solution Recovery
LPA	Kenneth R. Cookson	65 East State Street	Suite 1800	Columbus	ОН	43215		614-426-5400	614-464-2634	kcookson@keglerbrown.com	Services
											Counsel to Neal Folck, Greg
											Bartell, Donald McEvoy, Irene
											Polito, and Thomas Kessler, on
											behalf of themselves and a class
											of persons similarly situated, and
											on behalf of the Delphi Savings-
											Stock Purchase Program for
	Lynn Lincoln Carles									lsarko@kellerrohrback.com	Salaried Employees in the United
	Lynn Lincoln Sarko Cari Campen Laufenberg									m	States and the Delphi Personal Savings Plan for Hourly-Rate
Keller Rohrback L.L.P.	Erin M. Rily	1201 Third Avenue	Suite 3200	Seattle	WA	98101		206-623-1900	206-623-3384	eriley@kellerrohrback.com	Employees in the United States
INGIGITATION DUCK L.L.F.	Lini Wi. IXIIy	1201 Hilla Aveilue	Cuito 0200	Counc	117	30101	1	200-020-1900	200-020-0004	STITE Y LOCK CHICK OF IT DACK COIL	Employees in the Office States

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Attorneys for Guide Corporation
Honigman, Miller, Schwartz and											and Lightsource Parent
Cohn, LLP	Lawrence J. Murphy	2290 First National Building	660 Woodward Ave	Detroit	MI	48226		313-465-7488	313-465-7489	Imurphy@honigman.com	Corporation
											0 1/ 1/ 1/ 0
											Counsel to Neal Folck, Greg
											Bartell, Donald McEvoy, Irene
											Polito, and Thomas Kessler, on behalf of themselves and a class
											of persons similarly situated, and
											on behalf of the Delphi Savings-
											Stock Purchase Program for
											Salaried Employees in the United
											States and the Delphi Personal
			3101 North Central								Savings Plan for Hourly-Rate
Keller Rohrback P.L.C.	Gary A. Gotto	National Bank Plaza		Phoenix	AZ	85012		602-248-0088	602-248-2822	ggotto@kellerrohrback.com	Employees in the United States
	,										Counsel to The International Unio
											of Electronic, Salaried, Machine
											and Furniture Workers -
											Communications Workers of
Kennedy, Jennick & Murray	Larry Magarik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	/ Imagarik@kjmlabor.com	America
											Counsel to The International Unio
											of Electronic, Salaried, Machine
											and Furniture Workers -
											Communications Workers of
ennedy, Jennick & Murray	Susan M. Jennik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	sjennik@kjmlabor.com	America
											Counsel to The International Unio
											of Electronic, Salaried, Machine
											and Furniture Workers -
	T1 1/	440.11 : " 51	70 51			10000		040 050 4500	040 050 000		Communications Workers of
Kennedy, Jennick & Murray	Thomas Kennedy H. Slayton Dabney, Jr.	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-020	tkennedy@kjmlabor.com	America
King & Spalding, LLP	Bill Dimos	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212 556 222	sdabnev@kslaw.com	Counsel to KPMG LLP
King & Spaiding, EEF	DIII DII1103	1103 Avenue of the Americas		INEW TOTA	INI	10030		212-330-2100	212-330-2222	Suabiley@ksiaw.com	Counsel to Lunt Mannufacturing
Kirkland & Ellis LLP	Jim Stempel	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	312-861-2200	istempel@kirkland.com	Company
Kirkpatrick & Lockhart Nicholson	oim otemper	200 Last Randolph Brive		Officago	11-	00001		312-001-2000	312-001-2200	Stemperæ, kirkiand.com	Counsel to Wilmington Trust
Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022		212-536-4812	212-536-390	efox@klng.com	Company, as Indenture trustee
			1000 West Street,								on pany, as meaning assets
Klett Rooney Lieber & Schorling	DeWitt Brown	The Brandywine Building	Suite 1410	Wilmington	DE	19801		(302) 552-4200	o	dbrown@klettrooney.com	Counsel to Entergy
Krugliak, Wilkins, Griffiths &		, ,						,			0,
Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	ОН	44735-6963		330-497-0700	330-497-4020	sosimmerman@kwgd.com	Counsel to for Millwood, Inc.
											Counsel to DaimlerChrysler
											Corporation; DaimlerChrylser
											Motors Company, LLC;
Kutak Rock LLP	Jay Selanders	1010 Grand Blvd Ste 500		Kansas City	MO	64106		816-502-4617			DaimlerChrylser Canada, Inc.
Kutchin & Rufo, P.C.	Edward D. Kutchin	Two Center Plaza	Suite 620	Boston	MA	02108-1906		617-542-3000			Counsel to Parlex Corporation
Kutchin & Rufo, P.C.	Kerry R. Northrup	Two Center Plaza	Suite 620	Boston	MA	02108-1906		617-542-3000	617-542-300	knorthup@kutchinrufo.com	Counsel to Parlex Corporation
Lambert, Leser, Isackson, Cook &		200 Davidasa Buildia	DO D 005	D Oit		40707 0005		000 000 0540			O
Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835	-	989-893-3518	040 754 400	smcook@lambertleser.com	Counsel to Linamar Corporation
Latham & Watkins	Erika Ruiz	885 Third Avenue	1	New York	NY	10022		212-906-1200			UCC Professional
Latham & Watkins Latham & Watkins	Henry P. Baer, Jr. Mark A. Broude	885 Third Avenue 885 Third Avenue	1	New York New York	NY NY	10022 10022		212-906-1200 212-906-1384			UCC Professional UCC Professional
Latham & Watkins Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022		212-906-1384			UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022		212-906-1200			UCC Professional
Latriam & Walkins	WITGIELLA. SEIGEL	003 Tilliu Averlue		INCM TOLK	INT	10022		212-900-1200	212-131-4002	mitoriell.Selder(@lw.coff)	Counsel to A-1 Specialized
	1			1	1	1	1	1	1	1	Ocuriodi lo A- i Opecialized

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Freescale
											Semiconductor, Inc. f/k/a Motorola
											Semiconductor Systems (U.S.A.)
Lewis and Roca LLP	Rob Charles, Esg.	One South Church Street	Suite 700	Tucson	AZ	85701		520-629-4427	E20 970 470E	rcharles@lrlaw.com	Inc.
Lewis and Roca LLF	Rob Charles, Esq.	One South Church Street	Suite 700	TUCSOIT	AZ	63701		320-029-4427	320-679-4703	rchanes@maw.com	-
											Counsel to Freescale
											Semiconductor, Inc. f/k/a Motorola
											Semiconductor Systems (U.S.A.)
Lewis and Roca LLP	Susan M. Freeman, Esq.		Suite 1900	Phoenix	AZ	85004-4429		602-262-5756	602-734-3824	sfreeman@Irlaw.com	Inc.
		General Counsel for Linear	1630 McCarthy								Counsel to Linear Technology
Linear Technology Corporation	John England, Esq.	Technology Corporation	Blvd.	Milpitas	CA	95035-7417		408-432-1900	408-434-0507	jengland@linear.com	Corporation
Linebarger Goggan Blair &										austin.bankruptcy@publicans.	Counsel to Cameron County,
Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428		512-447-6675	512-443-5114	com	Brownsville ISD
Linebarger Goggan Blair &										dallas.bankruptcy@publicans.c	Counsel to Dallas County and
Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201		214-880-0089	4692215002	om	Tarrant County
											Counsel in Charge for Taxing
											Authorities: Cypress-Fairbanks
Linebarger Goggan Blair &										houston bankruptcv@publican	Independent School District, City of
	John D. Dillmon	D.O. Boy 2064		Llauatan	TX	77050 2064		713-844-3478	712 044 2502		
Sampson, LLP	John P. Dillman	P.O. Box 3064		Houston	IX	77253-3064		/13-844-34/8	713-844-3503	<u>s.com</u>	Houston, Harris County
											Counsel to Creditor The Interpublic
											Group of Companies, Inc. and
											Proposed Auditor Deloitte &
Loeb & Loeb LLP	P. Gregory Schwed	345 Park Avenue		New York	NY	10154-0037		212-407-4000		gschwed@loeb.com	Touche, LLP
											Counsel to Industrial Ceramics
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	NY	10154		212-407-4000	212-407-4990	whawkins@loeb.com	Corporation
											Counsel to Methode Electronics,
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603		312-443-0370	312-896-6394	tmcfadden@lordbissell.com	Inc.
									312-443-896-		Counsel to Sedgwick Claims
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603		312-443-1832		tbrink@lordbissell.com	Management Services, Inc.
Lord, bisser & brook	Timothy W. Brink	113 South Lasaile Street		Cilicago	IL.	00003		312-443-1032	0432	IDITIK@IOI dDISSEII.COITI	Counsel to Sedgwick Claims
								040 047 0004			
Land Diagol & Dagol III D	Karda I Walah	005 Third A	004h Fl	Na	NDZ	40000 4000		212-947-8304	040 047 4000	-	Management Services, Inc. and
Lord, Bissel & Brook LLP	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802			212-947-1202	kwalsh@lordbissell.com	Methode Electronics, Inc.
		1									Counsel to Daewoo International
Lowenstein Sandler PC	Bruce S. Nathan	1251 Avenue of the Americas		New York	NY	10020		212-262-6700	212-262-7402	bnathan@lowenstein.com	(America) Corp.
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
											Kapitalanlage-Gesellschaft m.b.H
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	ilevee@lowenstein.com	and Stichting Pensioenfords ABP
											Counsel to Cerberus Capital
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	krosen@lowenstein.com	Management, L.P.
Edwerfoldin dander i d	rement to record	CO LIVINGSION / WENGE		rtoociana	110	01000		070 007 2000	070 007 E400	N COCH (C) C C C C C C C C C C C C C C C C C C	Management, E.F.
											Causasi ta Tanahara Batiramant
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
							1				Kapitalanlage-Gesellschaft m.b.H
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	metkin@lowenstein.com	and Stichting Pensioenfords ABP
							1				Counsel to Cerberus Capital
							1				Management, L.P.; AT&T
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068	1	973-597-2500	973-597-2400	scargill@lowenstein.com	Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068	1	973-597-2500		vdagostino@lowenstein.com	Counsel to AT&T Corporation
Lyden, Liebenthal & Chappell,			1	. toodiana		3.000	 	2.000	2.0 001 E-100		222.301 to 711 a 1 Corporation
Ltd.	Erik G. Chappell	5565 Airport Highway	Suite 101	Toledo	ОН	43615		410-867 8000	419-867-8909	egc@lydenlaw.com	Counsel to Metro Fibres, Inc.
Maddin, Hauser, Wartell, Roth &	сик О. Спарреп	3303 Airport Highway	Suite 101	roleuo	ОП	+3010		+ 13-001-0300	+13-001-0909	egottaryuerilaw.com	Attorney for Danice Manufacturing
	Alamanda - Otatland -	00 400 No other control 1	Third Floor	04-6-14		40004	1	040 054 4000			
Heller PC	Alexander Stotland Esq	28400 Northwestern Hwy	Third Floor	Southfield	MI	48034		248-354-4030		axs@maddinhauser.com	Co.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANT	CONTACT	ADDRESSI	ADDRESSZ	Greenwood	STATE	ZIF	COUNTRY	PHONE	FAX	EWAIL	Representative for Madison
Madiana Carital Managara	las Landan	C4 40 Courth Million Dates	0		00	80111		000 057 4054	202 057 2000	:	•
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Village	CO	80111		303-957-4254	303-957-2098	ilanden@madisoncap.com	Capital Management
	Infferential Landingson From									i	
	Jeffrey M. Levinson, Esq.	00400 01	0 " 050	D D''	011	44404		040 544 4005	040 544 4000	iml@ml-legal.com	0 1/ 1/ 1 5/ 5
Margulies & Levinson, LLP	Leah M. Caplan, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	ОН	44124		216-514-4935	216-514-4936	Imc@ml-legal.com	Counsel to Venture Plastics
											Counsel to H.E. Services
											Company and Robert Backie and
											Counsel to Cindy Palmer, Personal
											Representative to the Estate of
Mastromarco & Jahn, P.C.	Victor J. Mastromarco, Jr.	1024 North Michigan Avenue	P.O. Box 3197	Saginaw	MI	48605-3197		989-752-1414		vmastromar@aol.com	Michael Palmer
											Counsel to NDK America,
											Inc./NDK Crystal, Inc.; Foster
											Electric USA, Inc.; JST
											Corporation; Nichicon (America)
											Corporation; Taiho Corporation of
											America; American Aikoku Alpha,
											Inc.; Sagami America, Ltd.; SL
Masuda Funai Eifert & Mitchell,											America, Inc./SL Tennessee, LLC
Ltd.	Gary D. Santella	203 North LaSalle Street	Suite 2500	Chicago	IL	60601-1262		312-245-7500	312-245-7467	gsantella@masudafunai.com	and Hosiden America Corporation
				Ŭ						igtougas@mayerbrownrowe.co	·
Mayer, Brown, Rowe & Maw LLP	Jeffrev G. Tougas	1675 Broadway		New York	NY	10019		212-262-1910	212-506-2500	m	Counsel to Bank of America, N.A.
	, ,	,									
Mayer, Brown, Rowe & Maw LLP	Raniero D'Aversa, Jr.	1675 Broadway		New York	NY	10019		212-262-1910	212-506-2500	rdaversa@maverbrown.com	Counsel to Bank of America, N.A.
	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167		212-609-6800			Counsel to Ward Products, LLC
3 ,											Counsel to General Products
McCarter & English, LLP	Eduardo J. Glas, Esq.	Four Gateway Center	100 Mulberry Street	Newark	NJ	07102-4096		913-622-4444	973-624-7070	eglas@mccarter.com	Delaware Corporation
moconto o anguen, aa	John J. Salmas	To the second seconds	,							isalmas@mccarthy.ca	Counsel to Themselves (McCarthy
McCarthy Tetrault LLP	Lorne P. Salzman	66 Wellington Street West	Suite 4700	Toronto	Ontario	M5K 1E6		416-362-1812	416-868-0673		Tetrault LLP)
modulary roducit EE	zomo i i daizman	co rromigion ou cot rroct	Caito 17 CC	TOTOTILO	O.Hairo			110 002 1012		iodizinançe, noodi diyi od	Counsel to Linear Technology
											Corporation, National
											Semiconductor Corporation;
McDermott Will & Emery LLP	James M. Sullivan	340 Madison Avenue		New York	NY	10017		212-547-5477	212-547-5444	jmsullivan@mwe.com	Timken Corporation
Webermon will a Emery EE	James W. Guillvan	340 Madison Avende		INCW TOTA	181	10017		212-047-0477	212-341-3444	JITSUIIVATIQETIWC.COM	Counsel to National
McDermott Will & Emery LLP	Stephen B. Selbst	340 Madison Avenue		New York	NY	10017		212-547-5400	212 547 5444	sselbst@mwe.com	Semiconductor Corporation
McDermott Will & Emery LEF	Stephen B. Seibst	340 Madison Avenue		INEW TOIK	INT	10017		212-347-3400	212-347-3444	sopincar@mcdonaldhopkins.c	Counsel to Republic Engineered
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	ОН	44114		216-348-5400	216-348-5474		Products, Inc.
Webbriaid Hopkins Co., El A	Ocott N. Opincar, Esq.	ooo ouperior Avenue, E.	Outc 2100	Olevelaria	011	77117		210-340-3400	210-340-3474	<u>om</u>	Counsel to Republic Engineered
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	ОН	44114		216-348-5400	216 349 5474	sriley@mcdonaldhopkins.com	Products, Inc.
McElroy, Deutsch, Mulvaney &	Snawn W. Kiley, Esq.	000 Superior Avenue, L.	Suite 2 100	Cievelariu	OH	44114		210-340-3400	210-340-3474	SHIEY@HICGOHAIGHOPKIHS.COM	Counsel to New Jersey Self-
Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079		973-622-7711	973-622-5314	jbernstein@mdmc-law.com	Insurers Guaranty Association
Carpenter, LLF	Jenrey Bernstein, Esq.	Three Galeway Certier	901 East Cary	INCWAIN	INU	07102-4079		973-022-7711	973-022-3314	amccollough@mcquirewoods.	Counsel to Siemens Energy &
McGuirewoods LLP	Aaron G McCollough Esq	One James Center	Street	Richmond	VA	23219-4030		804-775-1000	004 775 1061		Automation, Inc.
MCGullewoods LLF	Aaron G McCollough Esq	One James Center	Sileet	Ricilliona	VA	23219-4030		604-775-1000	004-775-1001	COIII	Counsel to The International Union
											of Electronic, Salaried, Machine
											and Furniture Workers -
Meyer, Suozzi, English & Klein,			o :: =o:								Communications Workers of
P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	hkolko@msek.com	America
											Counsel to United Steel, Paper
									1		and Forestry, Rubber,
									1		Manufacturing, Energy, Allied
									1		Industrial and Service Workers,
Meyer, Suozzi, English & Klein,									1		International Union (USW), AFL-
	h	1350 Broadway	Suite 501	New York	NY	10018	1	212 230 4000	212 230 1311	lpeterson@msek.com	CIO
P.C.	Lowell Peterson, Esq.	1350 Broadway		New TOIR	INI	10010		212-239-4999	212-239-1311	ipeterson(@msek.com	
Meyers, Rodbell & Rosenbaum,	M. Evan Meyers	Berkshire Building	6801 Kenilworth	Riverdale Park	MD	20737-1385		301-699-5800	212-239-1311		Counsel to Prince George County, Maryland

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
		, , , , , , , , , , , , , , , , , , ,	7.207.2002								
Mayora Law Group, D.C.	Maria C. Mayara	44 Mantagaman, Ctrast	Suite 1010	Can Francisco	C 4	94104		445 262 7500	445 262 7545	mmeyers@mlq-pc.com	Councel to Alpa Automotive Inc
Meyers Law Group, P.C. Meyers, Rodbell & Rosenbaum,	Merle C. Meyers	44 Montgomery Street	6801 Kenilworth	San Francisco	CA	94104		415-302-7500	415-362-7515	mmeyers@mig-pc.com	Counsel to Alps Automotive, Inc. Counsel to Prince George County,
P.A.	Robert H. Rosenbaum	Berkshire Building	Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800		rrosenbaum@mrrlaw.net	Maryland
			· ·								
			3030 W. Grand								Attorney General for State of
Michael Cox		Cadillac Place	Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140		miag@michigan.gov	Michigan, Department of Treasury
Michigan Department of Labor											
and Economic Growth, Worker's											Assistant Attorney General for
Compensation Agency	Dennis J. Raterink	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	517-373-2129	raterinkd@michigan.gov	Worker's Compensation Agency
Michigan Department of Labor											
and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lancina	МІ	48909-7717		E17 272 1020	E17 272 2120	ming@michigan gov	Attorney General for Worker's Compensation Agency
Compensation Agency	Michael Cox	PO BOX 30736		Lansing	IVII	46909-7717		517-373-1820	517-373-2129	miag@michigan.gov	Counsel to Michigan Heritage
Michigan Heritage Bank	Janice M. Donahue	28300 Orchard Lake Rd	Ste 200	Farmington Hills	МІ	48334		248-538-2529	248-786-3596	jdonahue@miheritage.com	Bank; MHB Leasing, Inc.
				J							Counsel to Computer Patent
											Annuities Limited Partnership,
											Hydro Aluminum North America,
											Inc., Hydro Aluminum Adrian, Inc.,
											Hydro Aluminum Precision Tubing NA, LLC, Hydro Alumunim Ellay
											Enfield Limited, Hydro Aluminum
											Rockledge, Inc., Norsk Hydro
											Canada, Inc., Emhart
											Technologies LLL and Adell
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street		Baltimore	MD	21202		410-385-3418		trenda@milesstockbridge.com	Plastics, Inc.
NASHan Jaharan	Thomas P. Sarb	050 Managara August NINA	Suite 800, PO Box	One and Demister		40504 0000			616-988-1748	sarbt@millerjohnson.com	O
Miller Johnson Miller, Canfield, Paddock and	Robert D. Wolford	250 Monroe Avenue, N.W.	306	Grand Rapids	MI	49501-0306		616-831-1726	616-988-1726	wolfordr@millerjohnson.com	Counsel to Pridgeon & Clay, Inc. Counsel to Wells Operating
Stone, P.L.C.	Jonathan S. Green	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8452	313-496-7997	greenj@millercanfield.com	Partnership, LP
											Counsel to Niles USA Inc.;
											Techcentral, LLC; The Bartech
Miller, Canfield, Paddock and											Group, Inc.; Fischer Automotive
Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	313-496-8453	fusco@millercanfield.com	Systems
Mintz, Levin, Cohn, Ferris										piricotta@mintz.com	Counsel to Hitachi Automotive Products (USA), Inc. and Conceria
Glovsky and Pepco, P.C.	Paul J. Ricotta	One Financial Center		Boston	MA	02111		617-542-6000	617-542-2241	pricotta@mintz.com	Pasubio
cievoky and repoe, rie.	. dai oi i docta			Doctor.		02111		011 012 0000	0.11 0.12 22 11	<u> </u>	. double
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532		630-527-4254	630-512-8610	Jeff.Ott@molex.com	Counsel to Molex Connector Corp
											Counsel to ITT Industries, Inc.;
Morgan, Lewis & Bockius LLP	Andrew D. Gottfried Menachem O.	101 Park Avenue		New York	NY	10178-0060		212-309-6000	212-309-6001	agottfried@morganlewis.com mzelmanovitz@morganlewis.c	Hitachi Chemical (Singapore), Ltd. Counsel to Hitachi Chemical
Morgan, Lewis & Bockius LLP	Zelmanovitz	101 Park Avenue		New York	NY	10178		212-309-6000	212-309-6001	om	(Singapore) Pte, Ltd.
morgan, Lowio & Doonido LLI		unt/wondo				.5170		2.2 000 0000	000 0001	<u>~···</u>	(0945010) 1 (0, 110.
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esc	q. 300 South Grand Avenue		Los Angeles	CA	90017		213-612-1163	213-612-2501	resterkin@morganlewis.com	Counsel to Sumitomo Corporation
Worgan, Lewis & Dockids LLi	1			-							
Worgan, Lewis & Bocklus LLi											
iviorgan, Lewis & Bockids EE											Counsel to Standard Microsystems
Morgan, Lewis & Bookids LLI											Corporation and its direct and
iniogan, cewis a bockus eei											Corporation and its direct and indirect subsidiares Oasis
inogai, Ecwis & Bookids EE											Corporation and its direct and indirect subsidiares Oasis SiliconSystems AG and SMSC NA
Moritt Hock Hamroff & Horowitz											Corporation and its direct and indirect subsidiares Oasis

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
	JOHIMO	TIP TIE OUT	, DDNIEGOE		J.A.L					mdallago@morrisoncohen.co	Counsel to Blue Cross and Blue
Morrison Cohen LLP	Michael R. Dal Lago	909 Third Avenue		New York	NY	10022		212-735-8757	917-522-3157	<u>m</u>	Shield of Michigan
	Raymond J. Urbanik,										
	Esq., Joseph J.							214-855-7590		rurbanik@munsch.com	
Maranah Handi Kani O Han D O	Wielebinski, Esq. and	2000 Linas In Diana	500 North Akard	Delles	DV	75004 0050		214-855-7561	044 055 7504	jwielebinski@munsch.com	Counsel to Texas Instruments
Munsch Hardt Kopf & Harr, P.C. Nantz, Litowich, Smith, Girard &	Davor Rukavina, Esq.	3800 Lincoln Plaza	Street	Dallas	RX	75201-6659		214-855-7587	214-855-7584	drukavina@munsch.com	Incorporated Counsel to Lankfer Diversified
	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	МІ	49546		616-977-0077	616-077-0520	sandy@nlsq.com	Industries, Inc.
Transition, 1 .O.	Candra C. Hamilton	2020 Last Bettime, G.L.	oute ooo	Orana Napius	IVII	45540		010-377-0077	010-377-0323	запауштау.сот	Counsel to 975 Opdyke LP; 1401
											Troy Associates Limited
											Partnership; 1401 Troy Associates
											Limited Partnership c/o Etkin
											Equities, Inc.; 1401 Troy
											Associates LP; Brighton Limited
											Partnership; DPS Information
											Services, Inc.; Etkin Management Services, Inc. and Etkin Real
Nathan, Neuman & Nathan, P.C.	Kenneth A Nathan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	248-351-0487	Knathan@nathanneuman.com	Properties
ration, rounal a ration, r.o.	Tronnout / tradition		Guilo 200	Codtimola		.000.		2.0 00. 0000	2.0 00.0.0.		Vice President and Senior Counse
											to National City Commercial
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	ОН	45203		513-455-2390	866-298-4481	lisa.moore2@nationalcity.com	Capital
											Counsel to Datwyler Rubber &
											Plastics, Inc.; Datwyler, Inc.;
Nelson Mullins Riley &	O D. O	4000 Main Otract 47th Floor	DO D 44070	O-liveli-	sc	29201		803-7255-9425	000 050 7500		Datwyler i/o devices (Americas),
Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201		803-7255-9425	803-256-7500	s.com	Inc.; Rothrist Tube (USA), Inc.
New Jersey Attorney General's	Tracy E Richardson		25 Market St P.O.							tracy.richardson@dol.lps.state.	Deputy Attorney General - State of
Office Division of Law	Deputy Attorney General	R.J. Hughes Justice Complex		Trenton	NJ	08628-0106		609-292-1537	609-777-3055	nj.us	New Jersey Division of Taxation
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth	205 Linda Drive		Daingerfield	TX	75638		003 645 7233	003 645 4415	bbeckworth@nixlawfirm.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
NIX, Fallerson & Roach, L.L.F.	Diadley E. Deckwortii	203 Lilida Dilve		Dairigerneiu	1.^	73036		903-043-7333	903-043-4413	DDECKWOITH@HIXIAWIIIII.COIII	and Stichting Pensioemords ABP
Nix, Patterson & Roach, L.L.P.	Jeffrey J. Angelovich	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	jangelovich@nixlawfirm.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Nix, Patterson & Roach, L.L.P.	Susan Whatley	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415		Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
North Point	David G. Heiman	901 Lakeside Avenue		Cleveland	ОН	44114		216-586-3939	216-579-0212	dgheiman@jonesday.com	Counsel to WL. Ross & Co., LLC
				2.270.0.10	7	1		3 000 0000	5 0. 0 02 12	cahope@chapter13macon.co	
Office of the Chapter 13 Trustee	Camille Hope	P.O. Box 954		Macon	GA	31202		478-742-8706	478-746-4488	<u>m</u>	Office of the Chapter 13 Trustee
Office of the Texas Attorney											Counsel to The Texas Comptroller
General	Jay W. Hurst	P.O. Box 12548		Austin	TX	78711-2548		512-475-4861	512-482-8341	jay.hurst@oag.state.tx.us	of Public Accounts
Ohio Environmental Protection Agency	c/o Michelle T. Sutter	Principal Assistant Attorney General Environmental Enforcement Section	30 E Broad St 25th	Columbus	ОН	43215				msutter@aq.state.oh.us	Attorney for State of Ohio, Environmental Protection Agency

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2002 List

COMPANY	CONTACT	ADDRESS1	ADDDEGGG	OITV	OTATE	ZIP	COUNTRY	DUONE	EAV	EMAIL	DARTY / FUNCTION
COMPANY	CONTACT Michael M. Zizza, Legal	ADDRESST	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Orbotech, Inc.	Manager	44 Manning Road		Billerica	MA	01821		978-901-5025	978-667-9969	michaelz@orbotech.com	Company
Orbotech, me.	Manager	44 Marining Road		Dilicrica	IVIZ	01021		370-301-3023	370-007-3300	michaelz@orbotech.com	Company
											Counsel to America President
Orrick, Herrington & Sutcliffe LL	P Alvssa Englund, Esg.	666 Fifth Avenue		New York	NY	10103		212-506-5187	212-506-5151	aenglund@orrick.com	Lines, Ltd. And APL Co. Pte Ltd.
, , , , , , , , , , , , , , , , , , ,	, , , , , , ,										
	Frederick D. Holden, Jr.,										Counsel to America President
Orrick, Herrington & Sutcliffe LL	P Esq.	405 Howard Street		San Francisco	CA	94105		415-773-5700	415-773-5759	fholden@orrick.com	Lines, Ltd. And APL Co. Pte Ltd.
											Counsel to Westwood Associates,
Orrick, Herrington & Sutcliffe LL	P Jonathan P. Guy	Columbia Center	1152 15th St NW	Washington	DC	20005-1706		202-339-8400	202-339-8500	jguy@orrick.com	Inc.
											Counsel to Westwood Associates,
Orrick, Herrington & Sutcliffe LL	P Richard H. Wyron	Columbia Center	1152 15th St NW	Washington	DC	20005-1706		202-339-8400	202-339-8500	rwyron@orrick.com	Inc.
Darkulaki Otana Ziaki 8 Janaa		040 N. Mandret Otre et. 47th									
Pachulski Stang Ziehl & Jones LLP	Michael R. Seidl	919 N. Market Street, 17th Floor	P.O. Box 8705	Wilmington	DE	19899-8705		202 652 4100	202 652 440	0 mseidl@pszjlaw.com	Counsel for Essex Group, Inc.
LLP	Michael R. Selui	FIOOI	P.O. BOX 6705	vviirnington	DE	19099-0705		302-052-4100	302- 652-440	0 <u>mseidi@pszjiaw.com</u>	Couriser for Essex Group, Inc.
Pachulski Stang Ziehl & Jones	Robert J. Feinstein									Rfeinstein@pszilaw.com	
LLP	Ilan D. Scharf	780 Third Avenue, 36th Floor		New York	NY	10017-2024		212-561-7700	212-561-7777		Counsel for Essex Group, Inc.
	nan B. Conan	7.00 11						2.2 0000	2.2 001 1111	iconana pozgawicom	Councer for Eccox Group, me.
Patterson Belknap Webb & Tyle	er David W. Dykhouse										Attorneys for Fry's Metals Inc. and
LLP	Phyllis S. Wallitt	1133 Avenue of the Americas		New York	NY	10036-6710		212-336-2000	212-336-2222	dwdykhouse@pbwt.com	Specialty Coatings Systems Eft
Paul, Weiss, Rifkind, Wharton &	Andrew N. Rosenberg									arosenberg@paulweiss.com	Counsel to Merrill Lynch, Pierce,
Garrison	Justin G. Brass	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	jbrass@paulweiss.com	Fenner & Smith, Incorporated
											Counsel to Noma Company and
Paul, Weiss, Rifkind, Wharton &											General Chemical Performance
Garrison	Douglas R. Davis	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	ddavis@paulweiss.com	Products LLC
											Counsel to Noma Company and
Paul, Weiss, Rifkind, Wharton &		1005 4 511 4 :			ND/	10010 0001		040 070 0000	040 757 0000		General Chemical Performance
Garrison Paul, Weiss, Rifkind, Wharton &	Elizabeth R. McColm	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	emccolm@paulweiss.com	Products LLC
Garrison	Stephen J. Shimshak	1285 Avenue of the Americas		New York	NY	10019-6064		212 373 3133	212 373 2136	sshimshak@paulweiss.com	Counsel to Ambrake Corporation
Garrison	Stephen 3. Shimshak	1205 Avenue of the Americas		New TOIK	INT	10019-0004		212-373-3133	212-373-2130	SSIIIIISIIAK@paulweiss.com	Assistant Attorney General for
			3030 W. Grand								State of Michigan, Department of
Peggy Housner		Cadillac Place	Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140		housnerp@michigan.gov	Treasury
- 5397											
											Counsel for Illinois Tool Works
											Inc., Illinois Tool Works for Hobart
											Brothers Co., Hobart Brothers
											Company, ITW Food Equipment
Pepe & Hazard LLP	Kristin B. Mayhew	30 Jelliff Lane		Southport	CT	06890-1436		203-319-4022	203-259-0251	kmayhew@pepehazard.com	Group LLC and Tri-Mark, Inc.
											Counsel to Capro, Ltd, Teleflex
											Automotive Manufacturing
											Corporation and Teleflex
		0000 T I 0	Eighteenth & Arch	DUT THE		10100 0700		045 004 4000	045 004 4750		Incorporated d/b/a Teleflex Morse
Pepper, Hamilton LLP	Anne Marie Aaronson	3000 Two logan Square	Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	aaronsona@pepperlaw.com	(Capro)
											Counsel to Capro, Ltd, Teleflex Automotive Manufacturing
											Corporation and Teleflex
			Eighteenth & Arch								Incorporated d/b/a Teleflex Morse
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two logan Square	Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	lawallf@pepperlaw.com	(Capro)
Pepper, Hamilton LLP	Henry Jaffe	1313 Market Street	PO Box 1709	Wilmington	DE	19899-1709		302-777-6500			Counsel to SKF USA, Inc.
,, ,	,		Eighteenth & Arch	J = -	1						

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Pierce Atwood LLP	Jacob A. Manheimer	One Monument Square		Portland	ME	04101		207-791-1100	207-791-1350	jmanheimer@pierceatwood.co	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland Gmbh; FCI Italia S. p.A.
Pierce Atwood LLP Pietragallo Bosick & Gordon LLP	Keith J. Cunningham	One Monument Square		Portland Sharon	ME PA	04101		207-791-1100			Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland Gmbh; FCI Italia S. p.A. Counsel to Ideal Tool Company, Inc.
Pillsbury Winthrop Shaw Pittman LLP Pillsbury Winthrop Shaw Pittman	Karen B. Dine	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	karen.dine@pillsburylaw.com margot.erlich@pillsburylaw.co	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia
LLP Pillsbury Winthrop Shaw Pittman LLP	Margot P. Erlich Mark D. Houle	1540 Broadway 650 Town Center Drive	Ste 550	New York Costa Mesa	CA	92626-7122		714-436-6800		_	Corporation Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America Counsel to MeadWestvaco
Pillsbury Winthrop Shaw Pittman LLP	Richard L. Epling	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	richard.epling@pillsburylaw.co	Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation Counsel to MeadWestvaco Corporation, MeadWestvaco
Pillsbury Winthrop Shaw Pittman LLP Porzio, Bromberg & Newman, P.C.	Robin L. Spear Brett S. Moore, Esq.	1540 Broadway 100 Southgate Parkway	P.O. Box 1997	New York Morristown	NY NJ	10036-4039 07960		212-858-1000 973-538-4006			South Carolina LLC and MeadWestvaco Virginia Corporation
Porzio, Bromberg & Newman, P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	ismairo@pbnlaw.com	Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc. Counsel to International Brotherood of Electrical Workers
Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C.		1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500 34 915 684	414-271-6308		Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10
PriceWaterHouseCoopers QAD, Inc. Quadrangle Debt Recovery Advisors LLC	Enrique Bujidos Jason Pickering, Esq. Andrew Herenstein	Almagro 10,000 Midlantic Drive 375 Park Avenue, 14th Floor	40	Madrid Mt. Laurel New York	NJ	28010 08054 10152	Spain	356 856-840-2489 212-418-1742		andrew.herenstein@quadrangleegroup.com	Representative to DASE Counsel to QAD, Inc. Counsel to Quadrangle Debt Recovery Advisors LLC
Quadrangle Group LLC Quarles & Brady Streich Lang LLP	Patrick Bartels John A. Harris	375 Park Avenue, 14th Floor Renaissance One	Two North Central Avenue	New York Phoenix	NY AZ	10152 85004-2391		212-418-1748		patrick.bartels@quadranglegro up.com jharris@quarles.com	Counsel to Quadrangle Group LLC Counsel to Semiconductor Components Industries, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANY	CONTACT	ABBRECOT	ADDITECT	0.1.1	UIAIL		GGGITTET	THORE	1700	LINAL	Counsel to Offshore International,
											Inc.; Maquilas Teta Kawi, S.A. de
Quarles & Brady Streich Lang											C.V.; On Semiconductor
LLP	Kasey C. Nye	One South Church Street		Tucson	AZ	85701		520 770 8717	520 770 2203	knye@guarles.com	Corporation
LLF	Rasey C. Nye	One South Church Street		TUCSOIT	AZ	03701		520-770-6717	520-110-2203	kilye@quaries.com	Corporation
Quarles & Brady Streich Lang											
IIP	Roy Prange	33 E Main St Ste 900		Madison	WI	53703-3095		608 283 2485	608 204 4020	rlp@guarles.com	Counsel for Flambeau Inc.
Quarles & Brady Streich Lang	rtoy i range	33 E Main St Stc 300	Two North Central	Madison	***	33703-3033		000-203-2403	000-234-4320	inplesquaries.com	Counsel to Semiconductor
LLP	Scott R. Goldberg	Renaissance One	Avenue	Phoenix	AZ	85004-2391		602 220 5200	602-229-5690	sgoldber@guarles.com	Components Industries, Inc.
LLF	Scott IX. Goldberg	iverialssarice Offe	Avenue	FIIOCIIIX	72	03004-2391		002-229-3200	002-229-3090	squidber@quaries.com	Counsel to General Electric Capital
											Corporation, Stategic Asset
Reed Smith	Elena Lazarou	599 Lexington Avenue	29th Street	New York	NY	10022		212-521-5400	212 521 5450	elazarou@reedsmith.com	Finance.
Reed Silliul	Liella Lazalou	399 Lexington Avenue	23111 311661	INEW TOIK	INT	10022		212-321-3400	212-321-3430	elazarou(@reedsillitir.com	i illatice.
											Counsel to Microsoft Corporation;
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195		206-624-3600	206 200 1700	jshickich@riddellwilliams.com	
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	VVA	96154-1195		200-024-3000	200-309-1700	ISHICKICH@Hadeliwilliams.com	Microsoft Licensing, GP Counsel to Mary P. O'Neill and
Bissless d Osstal BO	I F O#-	55 W+ M Ot+	0	Ohioon	IL	00000		040 700 4040	040 700 0047	i# . @ -i!#	
Rieck and Crotty PC	Jerome F Crotty	55 West Monroe Street	Suite 3390	Chicago		60603			312-726-0647		Liam P. O'Neill
Riemer & Braunstein LLP	Mark S. Scott	Three Center Plaza	0.11.000	Boston	MA	02108		617-523-9000			Counsel to ICX Corporation
Riverside Claims LLC	Holly Rogers	2109 Broadway	Suite 206	New York	NY	10023		212-501-0990	212-501-7088	holly@regencap.com	Riverside Claims LLC
L											
Robinson, McFadden & Moore,	1										Counsel to Blue Cross Blue Shield
P.C.	Annemarie B. Mathews	P.O. Box 944		Columbia	SC	29202		803-779-8900	803-771-9411	amathews@robinsonlaw.com	of South Carolina
										gregory.kaden@ropesgray.co	
Ropes & Gray LLP	Gregory O. Kaden	One International Place		Boston	MA	02110-2624		617-951-7000	617-951-7050		Attorneys for D-J, Inc.
										marc.hirschfield@ropesgray.co	
Ropes & Gray LLP	Marc E. Hirschfield	45 Rockefeller Plaza		New York	NY	10111-0087		212-841-5700	212-841-5725	<u>m</u>	Attorneys for D-J, Inc.
											Counsel to JAE Electronics, Inc.
Rosen Slome Marder LLP	Thomas R. Slome	333 Earle Ovington Boulevard	Suite 901	Uniondale	NY	11533		516-227-1600		tslome@rsmllp.com	Counsel for Pamela Gellar
											Counsel to Russell Reynolds
Russell Reynolds Associates, Inc	c. Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004		212-825-9457	212-825-9414	rtrack@msn.com	Associates, Inc.
											Counsel to Infineon Technologies
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606		312-207-1000	312-207-6400	agelman@sachnoff.com	North America Corporation
Satterlee Stephens Burke &											Counsel to Moody's Investors
Burke LLP	Christopher R. Belmonte	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	cbelmonte@ssbb.com	Service
Satterlee Stephens Burke &											Counsel to Moody's Investors
Burke LLP	Pamela A. Bosswick	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	pbosswick@ssbb.com	Service
										dweiner@schaferandweiner.co	
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<u>m</u>	Counsel to Dott Industries, Inc.
										hborin@schaferandweiner.co	
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		m	Counsel to Dott Industries, Inc.
										rheilman@schaferandweiner.c	
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		om	Counsel to Dott Industries, Inc.
Schiff Hardin LLP	Eugene J. Geekie, Jr.	7500 Sears Tower		Chicago	IL	60606		312-258-5635	312-258-5600	egeekie@schiffhardin.com	Counsel to Means Industries
	- 3			J							
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
											Kapitalanlage-Gesellschaft m.b.H
Schiffrin & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087		610-667-7056	610-667-7706	myarnoff@sbclasslaw.com	and Stichting Pensioenfords ABP
Committe Darroway, LLF	IMIGNACI FAITION	200 mily of Fruosia Mau	l .	radiioi	ı A	10001	1	010-001-1000	010-001-1100	myamonassiaw.com	and Cashing i chalocinoida ADF

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of
											Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H
Schiffrin & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087		610-667-7706	610-667-7056	shandler@sbclasslaw.com	and Stichting Pensioenfords ABP Counsel to Panasonic
Schulte Roth & Sabel LLP	James T. Bentley	919 Third Avenue		New York	NY	10022		212-756-2273	212-593-5955	james.bentley@srz.com	Autommotive Systems Company of America
Schulte Roth & Sabel LLP	Michael L. Cook	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	michael.cook@srz.com	Counsel to Panasonic Automotive Systems Company of America; D.C. Capital Partners, L.P.
Schulte Roth & Zabel LLP	Carol Weiner Levy	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	carol.weiner.levy@srz.com	Counsel to D.C. Capital Partners,
Solidito Four a Zabor EE	Carol Weller Ecvy	o to Time Twende		NOW YORK		10022		212 700 2000	2.2 000 0000	ouronwellionievy@srz.com	Counsel to Murata Electronics North America, Inc.; Fujikura
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401		404-885-1500	404-892-7056	pbaisier@seyfarth.com	America, Inc. Counsel to Murata Electronics
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405		212-218-5500	212-218-5526	rdremluk@seyfarth.com	North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	William J. Hanlon	World Trade Center East	Two Seaport Lane, Suite 300	Boston	MA	02210		617-946-4800	617-946-4801	whanlon@seyfarth.com	Counsel to le Belier/LBQ Foundry S.A. de C.V.
Sheehan Phinney Bass + Green	Davis A. Hamiliand	4000 Fl Ott	D.O. D 0704	M	NII I	00405 0704		000 007 0400	000 007 0404	Lb	Commenter Commenter Inches
Professional Association	Bruce A. Harwood	1000 Elm Street	P.O. Box 3701	Manchester	NH	03105-3701		603-627-8139	603-627-8121	bharwood@sheehan.com	Counsel to Source Electronics, Inc. Counsel to Milwaukee Investment
Sheldon S. Toll PLLC Sheppard Mullin Richter &	Sheldon S. Toll	2000 Town Center	Suite 2550	Southfield	MI	48075		248-358-2460	248-358-2740	lawtoll@comcast.net	Company
Hampton LLP	Eric Waters	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212-332-3888		Counsel to Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Malani J. Sternstein	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212-332-3888	msternstein@sheppardmullin.com	Counsel to International Rectifier Corp. and Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Theodore A. Cohen	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	tcohen@sheppardmullin.com	Counsel to Gary Whitney
Sheppard Mullin Richter &	THEOGOTE 71. COHOH	ooc countriope check		Loo 7 tilgelee				210 020 1700	210 020 1000	CONCINGONO PPARAMENTO CONT	Counsel to International Rectifier
Hampton LLP Sher, Garner, Cahill, Richter,	Theresa Wardle	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	twardle@sheppardmullin.com	Corp. Counsel to Gulf Coast Bank &
Klein & Hilbert, LLC	Robert P. Thibeaux	5353 Essen Lane	Suite 650	Baton Rouge	LA	70809		225-757-2185	225-757-7674	rthibeaux@shergarner.com	Trust Company
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	909 Poydras Street	28th Floor	New Orleans	LA	70112-1033		504-299-2100	504-299-2300	rthibeaux@shergarner.com	Counsel to Gulf Coast Bank & Trust Company
Sills, Cummis Epstein & Gross, P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	asherman@sillscummis.com	Counsel to Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	jzackin@sillscummis.com	Counsel to Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross,	Valerie A Hamilton									vhamilton@sillscummis.com skimmelman@sillscummis.co	Counsel to Doosan Infracore
P.C.	Simon Kimmelman	650 College Rd E		Princeton	NJ	08540		609-227-4600	609-227-4646	<u>m</u>	America Corp.
Silver Point Capital, L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	СТ	06830		203-542-4216	203-542-4100	cfortgang@silverpointcapital.c om	Counsel to Silver Point Capital, L.P.
Smith, Gambrell & Russell, LLP	Barbara Ellis-Monro	·	Suite 3100	Atlanta	GA	30309		404-815-3500	404-815-3509	bellis-monro@sgrlaw.com	Counsel to Southwire Company
Smith, Katzenstein & Furlow LLP	Kathleen M Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899		302-652-8400	3026528405	kmiller@skfdelaware.com	Counsel to Airgas, Inc.
Sonnenschein Nath & Rosenthal	Nauneen W. Wille	1 1001	F.O. BUX 410	vviirillilgtori	DE	13033		302-032-0400	3020320405	Million (WSK) Geldware.com	Counsel to Molex, Inc. and INA USA, Inc. and United Plastics
LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	212-768-6800	fyates@sonnenschein.com	Group

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Sonnenschein Nath & Rosenthal			233 South Wacker								
LLP	Monika J. Machen	8000 Sears Tower	Drive	Chicago	IL	60606		312-876-8000	312-876-7934	mmachen@sonnenschein.com	Counsel to United Plastics Group
Sonnenschein Nath & Rosenthal			233 South Wacker								Counsel to Molex, Inc. and INA
LLP	Robert E. Richards	8000 Sears Tower	Drive	Chicago	IL	60606		312-876-8000	312-876-7934	rrichards@sonnenschein.com	USA, Inc.
											Counsel to Furukawa Electric Co.,
Squire, Sanders & Dempsey	D 4 D 11	20011		D 1 A11	0.4	0.400.4		050 050 0500	050 040 0777		Ltd. And Furukawa Electric North
L.L.P.	Penn Ayers Butler	600 Hansen Way		Palo Alto	CA	94304		650-856-6500	650-843-8777	pabutler@ssd.com	America, APD Inc.
State of California Office of the			300 South Spring								Attorneys for the State of California Department of Toxic Substances
Attorney General	Sarah E. Morrison	Deputy Attorney General	Street Ste 1702	Los Angeles	CA	90013		213-897-2640	213-897-2802	sarah.morrison@doi.ca.gov	Control
rational denotation	Caran E. Momoon	Deputy / Morriery Certerur	Oli cet ole 1702	2007 tilgeled	O/ C	50010		210 007 2040	210 007 2002	<u>ouranimornicon(egac).ca.gov</u>	Control
											Assistant Attorney General for
											State of Michigan, Unemployment
State of Michigan Department of	Roland Hwang										Tax Office of the Department of
Labor & Economic Growth,	Assistant Attorney										Labor & Economic Growth,
Unemployment Insurance Agency	General	3030 W. Grand Boulevard	Suite 9-600	Detroit	MI	48202		313-456-2210	313-456-2201	hwangr@michigan.gov	Unemployment Insurance Agency
										imbaumann@steeltechnologie	Counsel to Steel Technologies,
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	502-245-0542	<u>s.com</u>	Inc.
Stein, Rudser, Cohen & Magid	D 1 (5 (6))	205.14 1: 1 0: 1	0 11 000		0.4	0.4007		540 007 000F	540 007 0000		Counsel to Excel Global Logistics,
LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607		510-287-2365	510-987-8333	rkidd@srcm-law.com	Inc.
	Jeffrey S. Posta										
	Michael A Spero Simon Kimmelman	50 West State Street, Suite								iposta@sternslaw.com	Counsel to Doosan Infracore
Sterns & Weinroth, P.C.	Valerie A Hamilton	1400	PO Box 1298	Trenton	NJ	08607-1298		600 302 2100	609-392-7956		America Corp.
Sterns & Weilifoth, F.C.	Valenc A Hamilton	1400	F O BOX 1290	TTETILOTT	INJ	00007-1290		009-392-2100	009-392-7930	jspeci@sterrisiaw.com	America Corp.
	Chester B. Salomon, Esq										Counsel to Tonolli Canada Ltd.; VJ
	Constantine D. Pourakis,									cs@stevenslee.com	Technologies, Inc. and V.J.
Stevens & Lee. P.C.	Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505		ElectroniX, Inc.
											Counsel to Thyssenkrupp
										mshaiken@stinsonmoheck.co	Waupaca, Inc. and Thyssenkrupp
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	816-691-3495	<u>m</u>	Stahl Company
Stites & Harbison PLLC	Madison L.Cashman	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	robert.goodrich@stites.com	Counsel to Setech, Inc.
D	D 1 10 0 1:1 1	10.1.01	0 11 1000			07040		045 044 5000	045 700 0074		
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	madison.cashman@stites.com	Counsel to Setech, Inc.
											Counsel to WAKO Electronics
											(USA), Inc.,Ambrake Corporation,
								502-681-0448	502-779-8274	wbeard@stites.com	and Akebona Corporation (North
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-587-3400		loucourtsum@stites.com	America)
2.1.2.2.2.1, 1 <u>2.2.2</u>	TTT TODINGON Board, Loq.	100 Troot market street		200.010		.0202		002 007 0 100	002 001 0001	iodeoditedini(e) stitos som	Counsel to 975 Opdyke LP; 1401
											Troy Associates Limited
											Partnership; 1401 Troy Associates
											Limited Partnership c/o Etkin
											Equities, Inc.; 1401 Troy
											Associates LP; Brighton Limited
											Partnership; DPS Information
											Services, Inc.; Etkin Management
											Services, Inc. and Etkin Real
Stroock & Stroock & Lavan, LLP	Kristopher M. Hansen	180 Maiden Lane		New York	NY	10038			212-806-6006		Properties
Taft, Stettinius & Hollister LLP	Richard L .Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3957		513-381-2838		ferrell@taftlaw.com	Counsel to Wren Industries, Inc.
											Counsel to Select Industries
											Corporation and Gobar Systems,
Taft, Stettinius & Hollister LLP	W Timothy Miller Esq	425 Walnut Street	Suite 1800	Cincinnati	ОН	45202		513-381-2838	513-381-0205	miller@taftlaw.com	Inc.
Tennessee Department of		c/o TN Attorney General's	DO D			07000 000		045 500 055	045 74: 000:		
Revenue	Marvin E. Clements, Jr.	Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		015-532-2504	015-741-3334	marvin.clements@state.tn.us	Tennesse Department of Revenue

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
			7.557.2002								Counsel to Maxim Integrated
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	ddraper@terra-law.com	Products, Inc.
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center		New York	NY	10281		212-912-7679	212-912-7751	iforstot@tpw.com	Counsel to TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	212-912-7751	lcurcio@tpw.com	Counsel to TT Electronics, Plc
			2-Chrome, Chiyoda-						81-3-3286-	niizeki.tetsuhiro@furukawa.co.j	Legal Department of The
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	ku	Tokyo	Japan	100-8322			3919	p	Furukawa Electric Co., Ltd.
The Timpken Corporation BIC -					The state of the s				1-330-471-		Representative for Timken
08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	ОН	44706-0927		330-438-3000	4388	robert.morris@timken.com	Corporation
											Counsel to American Finance
											Group, Inc. d/b/a Guaranty Capital
Thelen Reid Brown Raysman &											Corporation and Oki
Steiner LLP	David A. Lowenthal	875 Third Avenue		New York	NY	10022		212-603-2000	212-603-2001	dlowenthal@thelenreid.com	Semiconductor Company
											Counsel to STMicroelectronics,
Thompson & Knight	Rhett G. Cambell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	713-654-1871	rhett.campbell@tklaw.com	Inc.
Thompson & Knight LLP	Ira L. Herman	919 Third Avenue	39th Floor	New York	NY	10022-3915		212-751-3045			Counsel to Victory Packaging
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 3300	Dallas	TX	75201-4693		214-969-1505		john.brannon@tklaw.com	Counsel to Victory Packaging
											Counsel to Royberg, Inc. d/b/a
										ephillips@thurman-	Precision Mold & Tool and d/b/a
Thurman & Phillips, P.C.	Ed Phillips, Jr.	8000 IH 10 West	Suite 1000	San Antonio	TX	78230		210-341-2020	210-344-6460	phillips.com	Precision Mold and Tool Group
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022		212-308-7400	210 011 0100	ilevi@toddlevi.com	Counsel to Bank of Lincolnwood
Tyler, Cooper & Alcorn, LLP	W. Joe Wilson	City Place	35th Floor	Hartford	CT	06103-3488		860-725-6200	860-278-3802	iwilson@tylercooper.com	Counsel to Barnes Group, Inc.
Tylci, Goopei & Alcom, EEI	VV. OCC VVIISON	Oity Flace	330111001	Tartiora	01	00103-3400		000-725-0200	000-270-3002	hzamboni@underbergkessler.	Couriser to Barries Group, inc.
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		585-258-2800	585 258 2821	com	Counsel to McAlpin Industries, Inc.
Oliderberg & Ressier, LLF	Tielen Zambom	300 Bauscii & Loilib Flace		Nochester	INI	14004		303-230-2000	303-230-2021	COIII	Counsel to Union Pacific Railroad
Union Pacific Railroad Company	Many Ann Kilgara	1400 Douglas Street	MC 1580	Omaha	NE	68179		402-544-4195	400 504 0407	mkilgore@UP.com	Company
Union Pacific Railroad Company	Mary Arm Kilgore	1400 Douglas Street	IVIC 1360	Omana	INE	00179		402-344-4193	402-501-0127	mkilgore@OP.com	Company
Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 352	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	msmcelwee@varnumlaw.com	Co-Counsel to Tower Automotive, Inc.
											Counsel to Capital Research and
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	EAKleinhaus@wlrk.com	Management Company
											Counsel to Capital Research and
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	RGMason@wlrk.com	Management Company
Waller Lansden Dortch & Davis,	5	54411 : 01 1	0 11 0700			07040		045 044 0000	045 044 0004		Counsel to Nissan North America,
PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804		Inc.
Waller Lansden Dortch & Davis,	B	54411 : 01 1	0 11 0700			07040		045 044 0000	045 044 0004	robert.welhoelter@wallerlaw.c	Counsel to Nissan North America,
PLLC	Robert J. Welhoelter, Esc	1.511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<u>om</u>	Inc.
M/ N 0 1dd 1 1 D	Conton I Tooring	000 Fifth Third Country	111 Lyon Street,	One and Deniste		40500		040 750 0405	040 000 0405		Counsel to Robert Bosch
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	N.W.	Grand Rapids	MI	49503		010-752-2185	616-222-2185	gtoering@wnj.com	Corporation
		0000 T	0 11 0700	0 " 5 " 1		10075		040 704 5404	0.40.000.0004		Counsel to Compuware
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	mcruse@wnj.com	Corporation
			111 Lyon Street,								
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	N.W.	Grand Rapids	MI	49503		616-752-2158		growsb@wnj.com	Counsel to Behr Industries Corp.
Weiland, Golden, Smiley, Wang										l	Counsel to Toshiba America
Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626		/14-966-1000	714-966-1002	lekvall@wgllp.com	Electronic Components, Inc.
[<u>-</u>											
Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	aordubegian@weineisen.com	Counsel to Orbotech, Inc.
Weltman, Weinberg & Reis Co.,											Counsel to Seven Seventeen
L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	ОН	43215		614-857-4326	614-222-2193		Credit Union
	Glenn Kurtz									gkurtz@ny.whitecase.com guzzi@whitecase.com	
1	Gerard Uzzi									dbaumstein@ny.whitecase.co	Counsel to Appaloosa
White & Case LLP	Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		<u>m</u>	Management, LP
1	Thomas Lauria		200 South Biscayne							tlauria@whitecase.com	Counsel to Appaloosa
White & Case LLP	Frank Eaton	Wachovia Financial Center	Blvd., Suite 4900	Miami	FL	33131	1	305-371-2700	1005 050 5744	featon@miami.whitecase.com	1.15

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Schunk Graphite
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	barnold@whdlaw.com	Technology
Wickens Herzer Panza Cook &											Counsel for Delphi Sandusky
Batista Co	James W Moennich Esq	35765 Chester Rd		Avon	OH	44011-1262		440-930-8000	440-930-8098	jmoennich@wickenslaw.com	ESOP
											Counsel to National Instruments
Winstead Sechrest & Minick P.C.	. R. Michael Farquhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270		214-745-5400	214-745-5390	mfarquhar@winstead.com	Corporation
Winthrop Couchot Professional										mwinthrop@winthropcouchot.c	
Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<u>om</u>	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional										sokeefe@winthropcouchot.co	
Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<u>m</u>	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge &											
Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	lpinto@wcsr.com	Counsel to Armacell
											Counsel to Toyota Tsusho
											America, Inc. and Karl Kufner, KG
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	pjanovsky@zeklaw.com	aka Karl Kuefner, KG
											Counsel to Toyota Tsusho
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	America, Inc.

In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

EXHIBIT C

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STA	TE ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	МІ	48226	313-628-3648	313-628-3602		Michigan IRS
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164		Creditor Committee Member
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	Counsel to Recticel North America, Inc.
Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX EMAIL	PARTY / FUNCTION
Angelo, Gordon & Co.	Leigh Walzer Andy Leinhoff	245 Park Avenue 1301 S. Capital of	26th Floor	New York	NY	10167	212-692-8251	212-867-6395 walzer@angelogordon.com	
APS Clearing, Inc.	Matthew Hamilton	Texas Highway	Suite B-220	Austin	TX	78746	512-314-4416	512-314-4462 aleinoff@amph.com	Counsel to APS Clearing, Inc.
<u> </u>									Counsel to Kamax L.P.; Optrex America,
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226	313-496-1200	313-496-1300 murph@berrymoorman.com	Inc.
								itaylor@binghammchale.com malerding@binghammchale.com	Counsel to Universal Tool & Engineering
Bingham McHale LLP	Michael J Alerding	10 West Market Street	Suite 2700	Indianapolis	IN	46204	317-635-8900	317-236-9907 wmosby@binghammchale.com	co., Inc. and M.G. Corporation
3 · · · · · ·									Counsel to Computer Patent Annuities
									Limited Partnership, Hydro Aluminum
									North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision
									Tubing NA, LLC, Hydro Alumunim Ellay
									Enfield Limited, Hydro Aluminum
	Dorothy H. Marinis-								Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell
Calinoff & Katz, LLp	Riggio	140 East 45th Street	17th Floor	New York	NY	10017	212-826-8800	212-644-5123 driggio@candklaw.com	Plastics, Inc.
oamon a rate, EEp	1.199.0	THE EUCH TOUT CHOCK		THOM TOTAL			2.2 020 0000	212 011 0120 dringsom out and arrivorm	Counsel to Harco Industries, Inc.; Harco
									Brake Systems, Inc.; Dayton Supply & Tool
Coolidge, Wall, Womsley & Lombard Co. LPA	Sylvie J. Derrien	33 West First Street	Suite 600	Dayton	OH	45402	937-223-8177	937-223-6705 derrien@coollaw.com	Coompany
									Counsel to Flextronics International, Inc.,
									Flextronics International USA, Inc.; Multek
									Flexible Circuits, Inc.; Sheldahl de Mexico
						10178-			S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	0061	212-696-8898	917-368-8898 athau@cm-p.com	Technology (M) Sdn. Bhd
									Transcription of the second of
									Counsel to Flextronics International, Inc.,
						10178-			Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	0061	212-696-6065	212-697-1559 dkarp@cm-p.com	S.A.de C.V.; Northfield Acquisition Co.
									,
DiConza Law. P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017	212-682-4940	212-682-4942 gdiconza@dlawpc.com	Counsel to Tyz-All Plastics, Inc.; Co- Counsel to Tower Automotive, Inc.
DICCIIZA LAW, F.C.	Gerard Diconza, Esq.	39577 Woodward Ave		New Tork	INI	10017	212-002-4940	212-002-4542 <u>quiconzat@diawpc.com</u>	Attorneys for Tremond City Barrel Fill PRP
Dykema Gossett PLLC	Brendan G Best Esq	Ste 300		Bloomfield Hills	MI	48304	248-203-0523	248-203-0763	Group
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603	312-346-7500	312-580-2201 ggreen@fagelhaber.com	Counsel to Aluminum International, Inc.
									Counsel to Teachers Retirement System of
									Oklahoma; Public Employes's Retirement
									System of Mississippi; Raifeisen
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Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	Street	Suite 2100	Wilmington	DE	19801	302-622-7000	302-622-7100 gjarvis@ggelaw.com	Stichting Pensioenfords ABP
Heller Ehrman LLP	Carren Shulman	Times Square Tower	Seven Times Square	New York	NY	10036	212-832-8300	212-763-7600 carren.shulman@hellerehrman.com	Counsel to @Road, Inc.
						48304-			Intellectual Property Counsel for Delphi
Howard & Howard Attorneys PC	Lisa S Gretchko	39400 Woodward Ave 3101 Tower Creek	Ste 101 Ste 600 One Tower	Bloomfield Hills	MI	5151	248-723-0396	248-645-1568 lgretchko@howardandhoward.com	Corporation, et al.
Howick, Westfall, McBryan & Kaplan, LLP	Louis G. McBryan	Parkway	Creek	Atlanta	GA	30339	678-384-7000	678-384-7034 Imcbryan@hwmklaw.com	Counsel to Vanguard Distributors, Inc.
, , , , , , , , , , , , , , , , , , , ,		j							Counsel to Peggy C. Brannon, Bay County
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401	850-763-8421	850-763-8425 gerdekomarek@bellsouth.net	Tax Collector
Kallay Drya & Warran LLD	Mark I. Bane	101 Park Avenue		New York	NY	10178	212-808-7800	212-808-7897 mbane@kelleydrye.com	Counsel to the Pension Benefit Guaranty Corporation
Kelley Drye & Warren, LLP	IVIAIN I. DAITE	TOT FAIR AVEITUE	1	INEW TOTK	INT	101/6	212-000-7000	212-000-1091 Hibane(@kelleydrye.com	Corporation Counsel to the Pension Benefit Guaranty
Kelley Drye & Warren, LLP	Mark. R. Somerstein	101 Park Avenue		New York	NY	10178	212-808-7800	212-808-7897 msomerstein@kelleydrye.com	Corporation
					-				
King & Spalding LLP	H. Slayton Dabney, Jr. Bill Dimos	1185 Avenue of the Americas		New York	NY	10036	212-556-2100	sdabney@kslaw.com 212-556-2222 bdimos@kslaw.com	Counsel to KPMG LLP
King & Spalding, LLP	DIII DIIIIOS	Americas		INCW TOIK	IN f	10030	212-000-2100	Z 1Z-000-ZZZZ Daimos(wksiaw.com	Coursel to Krivig LLP

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX EMAIL	PARTY / FUNCTION
Latham & Watkins	John W. Weiss	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864 john.weiss@lw.com	UCC Professional
									Counsel to Sedgwick Claims Management
						10022-			Services, Inc. and Methode Electronics,
Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	4802	212-812-8340	212-947-1202 rcovino@lordbissell.com	Inc.
McGuirewoods LLP	Elizabeth L. Gunn	One James Center	901 East Cary Street	Richmond	VA	23219- 4030	804-775-1178	804-698-2186 egunn@mcquirewoods.com	Counsel to Siemens Logistics Assembly Systems, Inc.
INCGUII EWOODS EEF	Liizabetii L. Guiiii	One James Center	301 Last Cary Street	Kiciinona	VA	4030	004-773-1170	604-090-2100 egunn@mcgunewoods.com	Counsel to Computer Patent Annuities
									Limited Partnership, Hydro Aluminum
									North America, Inc., Hydro Aluminum
									Adrian, Inc., Hydro Aluminum Precision
									Tubing NA, LLC, Hydro Alumunim Ellay
									Enfield Limited, Hydro Aluminum
									Rockledge, Inc., Norsk Hydro Canada,
		40.1.1.01		5 ""		04000	440 005 0440	440 005 0700 1	Inc., Emhart Technologies LLL and Adell
Miles & Stockbridge, P.C.	Kerry Hopkins	10 Light Street		Baltimore	MD	21202 44114	410-385-3418 216-586-3939	410-385-3700 khopkins@milesstockbridge.com 216-579-0212 mmharner@ionesday.com	Plastics, Inc.
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114	216-586-3939	216-579-0212 mmnarner@jonesday.com	Counsel to WL. Ross & Co., LLC Counsel to Ameritech Credit Corporation
O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street	Suite 2230	Chicago	lu .	60601	312-849-2020	312-849-2021 mmoody@okmlaw.com	d/b/a SBC Capital Services
O Rourke Ratteri & Woody	Wilchael C. Wildouy	1285 Avenue of the	Suite 2230	Criicago	IL.	10019-	312-049-2020	312-849-2021 Hillioody@oximaw.com	Counsel to Ambrake Corporation; Akebono
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	Americas		New York	NY	6064	212-373-3157	212-373-2053 cweidler@paulweiss.com	Corporation
									Counsel to Jason Incorporated, Sackner
Reed Smith	Richard P. Norton	One Riverfront Plaza	1st Floor	Newark	NJ	07102	973-621-3200	973-621-3199 rnorton@reedsmith.com	Products Division
									Counsel to Republic Engineered Products,
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333	330-670-3004	330-670-3020 jlapinsky@republicengineered.com	Inc.
									Counsel to Brembo S.p.A; Bibielle S.p.A.;
Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	213-312-2001 cnorgaard@ropers.com	AP Racing
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60066	312-258-5500	312-258-5600 wkohn@schiffhardin.com	Counsel to Means Industries
						00400			Occurred to Fortune Blooding Occurrence of
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	СТ	06103- 1919	860-251-5811	860-251-5218 bankruptcy@goodwin.com	Counsel to Fortune Plastics Company of Illinois, Inc.: Universal Metal Hose Co
Shiphian & Goodwin LLP	Jennier L. Adamy	One Constitution Flaza		Панноги	CI	1919	000-231-3611	800-231-3216 Danki upicy(@goodwin.com	Counsel to Furukawa Electric Co., Ltd.
						94111-			And Furukawa Electric North America.
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	3492		415-393-9887 emarcks@ssd.com	APD Inc.
									Counsel to Bing Metals Group, Inc.;
									Gentral Transport International, Inc.;
									Crown Enerprises, Inc.; Economy
									Transport, Inc.; Logistics Insight Corp
		24901 Northwestern							(LINC); Universal Am-Can, Ltd.; Universal
Steinberg Shapiro & Clark	Mark H. Shapiro	Highway	Suite 611	Southfield	MI	48075	248-352-4700	248-352-4488 shapiro@steinbergshapiro.com	Truckload Services, Inc.
									Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy
									Associates Limited Partnership, 1401 Troy Associates Limited Partnership c/o Etkin
									Equities, Inc.; 1401 Troy Associates LP;
									Brighton Limited Partnership; DPS
									Information Services, Inc.; Etkin
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038	212-806-5400	212-806-6006 jminias@stroock.com	Management Services, Inc. a
		The Washington	3000 K Street, N.W.						
Swidler Berlin LLP	Robert N. Steinwurtzel	Harbour	Suite 300	Washington	DC	20007	202-424-7500	202-424-7645 rnsteinwurtzel@swidlaw.com	Attorneys for Sanders Lead Co., Inc.
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258 bmcdonough@teamtogut.com	Conflicts counsel to Debtors
									Counsel to America Online, Inc. and its
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215	614-464-8322	614-719-4663 tscobb@vssp.com	Subsidiaries and Affiliates
									Coupoul to Electronia Data Customa Carr
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	817-810-5255 mwarner@warnerstevens.com	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekvall & Strok,	IVIICITAEL D. VVAITIEF	301 Commerce Street	Suite 1700	FULL WOLLII	1.7	10102	017-010-0250	017-010-0200 IIIWarner@warnerstevens.com	Counsel to Toshiba America Electronic
LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626	714-966-1000	714-966-1002 lekvall@wgllp.com	Counsel to Toshiba America Electronic Components, Inc.
	Lor Lor Frang Livall	555 TOWN OUNCE DIVE	54.10 000	Josia Micsa	5,1	32020	7 14 550-1000	555 1002 Intranguagip.com	Counsel to National Instruments
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701	512-370-2800	512-370-2850 bspears@winstead.com	Corporation

EXHIBIT D

Hearing Date: January 10, 2008

Hearing Time: 10:00 a.m. (prevailing Eastern time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

:

PROPOSED SEVENTEENTH CLAIMS HEARING AGENDA

<u>Location Of Hearing</u>: United States Bankruptcy Court for the Southern District of New

York, Alexander Hamilton Custom House, Room 610, 6th Floor,

One Bowling Green, New York, New York 10004-1408

The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Adjourned Matters (3 Matters)
- C. Uncontested, Agreed, Or Settled Omnibus Claims Objection Matters (12 Matters)
 - 1) Third Omnibus Claims Objection Matter (1 Matter)
 - 2) Ninth Omnibus Claims Objection Matters (2 Matters)
- 3) Fifteenth Omnibus Claims Objection Matters (2 Matters)
 - 4) Seventeenth Omnibus Claims Objection Matters (2 Matters)
 - 5) Nineteenth Omnibus Claims Objection Matter (1 Matter)
 - 6) Twentieth Omnibus Claims Objection Matters (2 Matters)
 - 7) Twenty-First Omnibus Claims Objection Matter (1 Matter)
 - 8) Twenty-Second Omnibus Claims Objection Matter (1 Matter)
- D. Contested Omnibus Claims Objection Matter (1 Matter)

B. Adjourned Matters

1. "Motion Of Conestoga-Rovers & Associates, Inc. For Leave To File Late Proof Of Claim" – Claims Objection Hearing Regarding Claim Of Conestoga-Rovers & Associates, Inc. As Objected To On The Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270)

Response Filed: Response And Opposition Of Conestoga-Rovers & Associates, Inc. To Debtors' Objection To Claim,

Made Within Debtors' Seventeenth Omnibus Claims Objection (Docket No. 8576)

Reply Filed:

Debtors' Omnibus Reply In Support Of Debtors'
Seventeenth Omnibus Objection (Substantive)
Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr.
P. 3007 To Certain (A) Insufficiently Documented
Claims, (B) Claims Not Reflected On Debtors' Books
And Records, (C) Insurance Claim Not Reflected On
Debtors' Books And Records, (D) Untimely Claims
And Untimely Tax Claims, And (E) Claims Subject
To Modification, Tax Claims Subject To
Modification, And Modified Claims Asserting
Reclamation (Docket No. 8668)

Related Filings:

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation Identified In Seventeenth Omnibus Claims Objection (Docket No. 8737)

Notice Of Deadline To File Motion For Leave To File Late Claim With Respect To Late Claim Filed By Conestoga-Rovers & Associates, Inc. (Proof Of Claim 16604) (Docket No. 11090)

Consolidated Application And Memorandum In Support Of Motion Of Conestoga Rovers & Associates, Inc. (I) To Allow Amended Claim, Filed After Bar Date, As Relation Back To Original Claim, Or (II) Alternatively, For Leave To File Late Proof Of Claim (Docket No. 11307)

Notice of Motion of Conestoga-Rovers & Associates, Inc. (i) To Allow Amended Claim, Filed After Bar Date, As Relation Back to Original Claim, Or (ii) Alternatively, For Leave To File Late Proof of Claim (Docket No. 11331) Status: This matter has been adjourned to the January 31, 2008 hearing.

2. "Claims Objection Hearing Regarding Claim Of State Of Michigan Department Of Treasury" - Claims Objection Hearing Regarding Claim Of State Of Michigan Department Of Treasury As Objected To On The Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151); Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535)

Response Filed:

Response Of The State Of Michigan Department Of Treasury To The Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (C) Claims Not Reflected On Debtors' Books And Records, And (E) Claims Subject To Modification (Docket No. 9337)

Response Of The State Of Michigan, Department Of Treasury To Debtor's Twenty-First Omnibus Objection Pursuant To 11 USC § 502(b) And Fed R. Bankr. P. 3007 To Certain (E) Untimely Claims (Docket No. 10445)

Reply Filed:

Debtors' Omnibus Reply In Support Of Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9617)

Debtors' Omnibus Reply In Support Of Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 10713)

Debtors' Supplemental Reply With Respect To Proofs Of Claim Numbers 6354, 6383, 9272, And 16633 (State Of Michigan, Department Of Treasury) (Docket No. 11551)

State of Michigan, Department of Treasury's Supplemental Response to Debtors' Statement of Disputed Issues With Respect to Proofs of Claim Numbers 6354, 6383, 9272 and 16633 (State of Michigan, Department of Treasury) (Docket No. 11296)

Related Filings:

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification Identified in Twentieth Omnibus Claims Objection (Docket No. 9692)

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation Identified In Twenty-First Omnibus Objection (Docket No. 10728)

Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 6354, 6383, And 9272 (State Of Michigan Department Of Treasury) (Docket No. 10423)

Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Numbers 6354, 6383, And 9272 (State Of Michigan, Department Of Treasury) (Docket No. 10532)

Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 6354, 6383, 9272, And 16633 (State Of Michigan Department Of Treasury) (Docket No. 10812)

Debtors' Statement Of Disputed Issues With Respect To Proofs Of Claim Numbers 6354, 6383, 9272, And 16633 (State Of Michigan, Department Of Treasury) (Docket No. 10884)

Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objections To Proofs Of Claim Nos. 6354, 6383, 9272, And 16633 (State Of Michigan Department Of Treasury) (Docket No. 11047)

Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 2420, 2422, 4536, 5761, 5762, 6354, 9272, 16633, And 16724 (State Of Michigan Department Of Treasury) (Docket No. 11486)

Debtors' Statement Of Disputed Issues With Respect To Proofs Of Claim Numbers 2420, 2422, 4536, 5761, 5762, 6354, 9272, 16633, And 16724 (State Of Michigan, Department Of Treasury) (Docket No. 11639)

Status: This matter has been adjourned to the February 20, 2008 hearing.

3. "Samsung Electro-Mechanics Co., Ltd.'s Motion To Reconsider Order Expunging Claim" – Motion To Reconsider FRCP 60 Or FRBP 3008 Disallowing And Expunging Certain Claims Identified In Eleventh Omnibus Claims Objection

With Regard To Proof Of Claim No. 16485 Of Samsung Electro-Mechanics Co., Ltd. (Docket No. 10985)

Response Filed: Debtors' Objection To Samsung Electro-Mechanics

Co., Ltd.'s Motion To Reconsider Order Expunging

Claim No. 16485 (Docket No. 11650)

Reply Filed: None.

Related Filings: Debtors' Eleventh Omnibus Objection (Substantive)

Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims

Subject To Modification (Docket No. 7301)

Debtors' Omnibus Reply In Support Of Debtors' Eleventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification Identified in Twentieth Omnibus Claims Objection (Docket No. 7755)

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification Identified in Eleventh Omnibus Claims Ojbection (Docket No.

7771)

Status: This matter has been adjourned to the January 31,

2008 hearing.

C. Uncontested, Agreed, Or Settled Omnibus Claims Objection Matters

1) Third Omnibus Claims Objection Matter

4. "Claims Objection Hearing Regarding Claim Of Celestica Inc." – Claims Objection Hearing Regarding Claim Of Celestica Inc. As Objected To On The Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And

(C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452)

Responses Filed: Response Of Celestica Inc. To The Debtors' Second

And Third Omnibus Claims Objections (Docket No.

5744)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors' (I)

Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c)

(Docket No. 5944)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

Bankr. P. 3007 (I) Disallowing And Expunging Certain (A) Claims With Insufficient Documentation And (B) Claims Unsubstantiated By Debtors' Books And Records, (II) Modifying Certain Claims, And (III) Adjourning Hearing On Certain Contingent And Unliquidated Claims Pursuant To 11 U.S.C. §

502(c) Identified In Third Omnibus Claims

Objection (Docket No. 6224)

Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 12813

(Celestica Inc.) (Docket No. 9245)

Debtors' Statement Of Disputed Issues Regarding Debtors' Objection To Proof Of Claim No. 12813

(Celestica, Inc.) (Docket No. 9357)

Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 12813 (Celestica) (Docket No.

10737)

Amended Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 12813 (Celestica)

(Docket No. 10763)

Second Amended Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 12813 (Celestica) (Docket No. 10798)

Third Amended Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 12813 (Celestica) (Docket No. 11084)

Fourth Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 12813 (Celestica)(Docket No. 11200)

Status: A joint stipulation and agreed order will be submitted for consideration by the Court.

2) Ninth Omnibus Claims Objection Matter

5. "Claims Objection Hearing Regarding Claims Of Contrarian Funds LLC As Assignee Of Etco" – Claims Objection Hearing Regarding Claim Of Contrarian Funds LLC As Assignee Of Etco As Objected To On The Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968)

Response Filed: Response Of Contrarian Funds, LLC To Debtors'

Eighth And Ninth Omnibus Claims Objections

(Docket No. 7276)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors'

Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7372)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C)

Untimely Claims, And (D) Claims Subject To

Modification (Docket No. 7507)

Notice Of Deadline To File Motion For Leave To File Late Claim With Respect To Late Claim Filed By Contrarian Funds, LLC As Assignee Of Etco (Proof Of Claim No. 16374) (Docket No. 10579)

Notice Of Presentment Of Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 10381, 12668, 12670, And 16271, And Disallowing And Expunging Proof Of Claim Number 16374 (Contrarian Funds LLC) (Docket No. 11688)

Status: A joint stipulation and agreed order will be submitted for consideration by the Court.

6. "Claims Objection Hearing Regarding Claim Of Itautec America, Inc." – Claims Objection Hearing Regarding Claim Of Itautec America, Inc. As Objected To On The Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968)

Response Filed: Itautec America, Inc.'s Response To Debtors' Ninth

Omnibus Claims Objection (Docket No. 7241)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors'

Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7372)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To

Modification (Docket No. 7507)

Notice Of Presentment Of Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10811 (Itautec America, Inc.)

(Docket No. 11676)

Status: A joint stipulation and agreed order will be

submitted for consideration by the Court.

3) Fifteenth Omnibus Claims Objection Matter

7. "Claims Objection Hearing Regarding Claim Of MJ Celco" – Claims Objection Hearing Regarding Claim Of MJ Celco As Objected To On The Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999)

Response Filed: Response Of MJ Celco In Support Of Claim No.

12183, Which Is Subject To An Objection Raised in The Debtors' Fifteenth Omnibus Objection (Docket

No. 8290)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors'

Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8396)

Related Filings:

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation Identified In Fifteenth Omnibus Claims

Objection (Docket No. 8443)

Notice Of Presentment Of Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 12183 (MJ Celco) (Docket No.

11685)

Status: A joint stipulation and agreed order will be

submitted for consideration by the Court.

8. "Claims Objection Hearing Regarding Claim Of Entergy Mississippi, Inc." – Claims Objection Hearing Regarding Claim Of Entergy Mississippi, Inc. As Objected To On The Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999)

Response Filed: Omnibus Response Of Contrarian Funds, LLC To

Debtors' Fourteenth And Fifteenth Omnibus Claims

Objections (Docket No. 8320)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors'

Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8396)

Related Filings:

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation Identified In Fifteenth Omnibus Claims Objection (Docket No. 8443)

Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 813 (Contrarian Funds, LLC As Assignee For Entergy Mississippi Inc.) (Docket No. 11340)

Notice Of Presentment Of Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 813 (Contrarian Funds, LLC As Transferee Of Entergy Mississippi Inc.) (Docket No. 11689) Status: A joint stipulation and agreed order will be

submitted for consideration by the Court.

4) Seventeenth Omnibus Claims Objection Matter

9. "Claims Objection Hearing Regarding Claims Of Montgomery County Treasurer" – Claims Objection Hearing Regarding Claim Of Montgomery County Treasurer As Objected To On The Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270)

Response Filed: Response Of Montgomery County, Ohio To Debtors

Seventeenth Omnibus Objection (Docket No. 9010)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors'

Seventeenth Omnibus Objection (Substantive)
Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr.
P. 3007 To Certain (A) Insufficiently Documented
Claims, (B) Claims Not Reflected On Debtors' Books
And Records, (C) Insurance Claim Not Reflected On
Debtors' Books And Records, (D) Untimely Claims
And Untimely Tax Claims, And (E) Claims Subject

To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting

Reclamation (Docket No. 8668)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified

Claims Asserting Reclamation Identified In

Seventeenth Omnibus Claims Objection (Docket No.

8737)

Notice Of Presentment Of Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 8535, 8537, 8540, 8541, 8542, 8543, 8544, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555, 8557, 8558, 8559, 8560, 8561, 8562, And 8563 (Montgomery County

Treasurer) (Docket No. 11679)

Status: A joint stipulation and agreed order will be submitted for consideration by the Court.

10. "Claims Objection Hearing Regarding Claims Of Benecke Kaliko AG" – Claims Objection Hearing Regarding Claim Of Benecke Kaliko AG As Objected To On The Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270)

Response Filed: Response Of Benecke Kaliko AG To Debtor's

Seventh Omnibus Objection To Claim No. 9080

(Docket No. 8578)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors'

Seventeenth Omnibus Objection (Substantive)
Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr.
P. 3007 To Certain (A) Insufficiently Documented
Claims, (B) Claims Not Reflected On Debtors' Books
And Records, (C) Insurance Claim Not Reflected On
Debtors' Books And Records, (D) Untimely Claims
And Untimely Tax Claims, And (E) Claims Subject

To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting

Reclamation (Docket No. 8668)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified

Claims Asserting Reclamation Identified In

Seventeenth Omnibus Claims Objection (Docket No.

8737)

Notice Of Presentment Of Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 9080 And 9081(Benecke-Kaliko AG) (Docket No. 11687)

Status: A joint stipulation and agreed order will be

submitted for consideration by the Court.

5) Nineteenth Omnibus Claims Objection Matter

11. "Claims Objection Hearing Regarding Claim Of SPCP Group, L.L.C. As Assignee Of Key Plastics" – Claims Objection Hearing Regarding Claim Of SPCP Group, L.L.C. As Assignee Of Key Plastics As Objected To On The Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617)

Response Filed: Response And Objection Of SPCP Group, L.L.C. To

Debtors' Nineteenth Omnibus Objection

(Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And

Reduced Claims (Docket No. 8967)

Reply Filed: Debtors' Omnibus Reply In Support Of Debtors'

Nineteenth Omnibus Objection (Substantive)

Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To

Modification, Modified Claims Asserting Reclamation, And Consensually Modified And

Reduced Claims (Docket No. 9094)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Book And Records, (C)

Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims Identified In Nineteenth Omnibus Claims Objection (Docket No. 9225)

Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 14134 (SPCP Group, L.L.C. As Assignee Of Key Plastics LLC) (Docket No. 11306)

Debtors' Statement Of Disputed Issues With Respect To Proof Of Claim Number 14134 (SPCP Group, L.L.C. As Assignee Of Key Plastics LLC) (Docket No. 11400)

Notice Of Presentment Of Joint Stipulation And Agreed Order Between Debtors' And SPCP Group, L.L.C. As Assignee Of Key Plastics Compromising And Allowing Proof Of Claim Number 14134 (Docket No. 11651)

Status:

A joint stipulation and agreed order will be submitted for consideration by the Court.

6) Twentieth Omnibus Claims Objection Matter

12. "Claims Objection Hearing Regarding Claims Of Tower Automotive Inc." – Claims Objection Hearing Regarding Claim Of Tower Automotive Inc. As Objected To On The Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151)

Response Filed:

Response Of The TAI Unsecured Creditors Liquidating Trust To The Debtors' Twentieth Omnibus Claims Objection (Docket No. 9559)

Supplemental Response Of The TAI Unsecured Creditors Liquidating Trust To Debtors' Twentieth Omnibus Objection (Docket No. 11147) Reply Filed:

Debtors' Omnibus Reply In Support Of Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9617)

Related Filings:

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Duplicate And Amended Claims, (B)
Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D)
Untimely Claim, And (E) Claims Subject To
Modification, Tax Claims Subject To Modification,
Modified Claims Asserting Reclamation,
Consensually Modified And Reduced Tort Claims,
And Lift Stay Procedures Claims Subject To
Modification Identified in Twentieth Omnibus
Claims Objection (Docket No. 9692)

Notice of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 16573 (Tower Automotive, Inc.) (Docket No. 10421)

Debtors' Statement Of Disputed Issues With Respect To Proof Of Claim Number 16573 (Tower Automotive, Inc.) (Docket No. 10530)

Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 16573 (Tower Automotive, Inc.) (Docket No. 10852)

Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 16573 (Tower Automotive, Inc.) (Docket No. 10931)

Debtors' Amended Statement Of Disputed Issues With Respect To Proof Of Claim Number 16573 (Tower Automotive, Inc.) (Docket No. 10976) Notice Of Presentment Of Joint Stipulation And Agreed Order (I) Compromising And Allowing Proof Of Claim Number 16573 And (Ii) Disallowing And Expunging Proof Of Claim Number 15221 (Tower Automotive, Inc.) (Docket No. 11686)

Status: A joint stipulation and agreed order will be submitted for consideration by the Court.

13. "Claims Objection Hearing Regarding Claims Of Federal-Mogul Corporation" – Claims Objection Hearing Regarding Claim Of Federal-Mogul Corporation As Objected To On The Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151)

Response Filed: Response Of Federal-Mogul Corporation To

Debtors' Twentieth Omnibus Objection To Claims

(Claim No. 1111) (Docket 9453)

Reply Filed: Debtors' Omnibus Reply In Support Of Twentieth

Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To

Modification, Modified Claims Asserting

Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9617)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

Bankr. P. 3007 Disallowing And Expunging Certain

(A) Duplicate And Amended Claims, (B)

Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To

Modification, Tax Claims Subject To Modification,

Modified Claims Asserting Reclamation,

Consensually Modified And Reduced Tort Claims,

And Lift Stay Procedures Claims Subject To Modification Identified in Twentieth Omnibus Claims Objection (Docket No. 9692)

Notice Of Presentment Of Joint Stipulation And Agreed Order To Among Other Things, Permit Setoff Of Mutual Pre-Petition Obligations Under § 553 Of The Bankruptcy Code And To Disallow And Expunge Claim Number 1111 (Federal-Mogul

Corporation) (Docket No. 11633)

A joint stipulation and agreed order will be Status: submitted for consideration by the Court.

7) Twenty-First Omnibus Claims Objection Matter

14. "Claims Objection Hearing Regarding Claims Of Northern Engraving **Corporation''** – Claims Objection Hearing Regarding Claim Of Northern Engraving Corporation As Objected To On Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535)

> Response Of Northern Engraving Corporation To Response Filed:

> > Debtors' Twenty-First Omnibus Objections To

Claims (Docket No. 10600)

Reply Filed: Debtors' Omnibus Reply In Support Of Twenty-First

> Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate *Or Amended Claims, (B) Untimely Equity Claim, (C)* Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) *Untimely Claims, And (F) Claims Subject To* Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation

(Docket No. 10713)

Related Filings: Order Pursuant To 11 U.S.C. § 502(b) And Fed. R.

> Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) *Untimely Claims, And (F) Claims Subject To*

Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation Identified In Twenty-First Omnibus Objection (Docket No. 10728)

Notice Of Presentment Of Joint Stipulation And Agreed Final Order Compromising And Allowing Proofs Of Claim Numbers 7571 And 7572 (Northern Engraving Corporation And Longacre Master Fund) (Docket No. 11690)

Status: A joint stipulation and agreed order will be

submitted for consideration by the Court.

8) Twenty-Second Omnibus Claims Objection Matter

15. "Claims Objection Hearing Regarding Claim Of SPCP Group, L.L.C., As Assignee of Beaver Manufacturing Company" - Claim Objection Hearing Regarding Claim Of SPCP Group, L.L.C., As Assignee of Beaver Manufacturing Company As Objected To On The Debtors' Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (Docket No. 10738)

Response Filed: Response To Motion Response And Objection Of

SPCP Group, L.L.C. To Debtors' Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (Docket No. 11071)

Reply Filed: Debtors' Omnibus Reply In Support Of

Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To

20

Certain (A) Duplicate Or Amended Claims, (B)
Equity Claims, (C) Insufficiently Documented
Claims, (D) Claims Not Reflected On Debtors' Books
And Records, (E) Untimely Claims, And (F) Claims
Subject To Modification, Tax Claims Subject To
Modification, Modified Claims Asserting
Reclamation, Claims Subject To Modification That
Are Subject To Prior Orders, And Modified Claims
Asserting Reclamation That Are Subject To Prior
Orders (Docket No. 11143)

Related Filings:

Notice Of Claims Objection Hearing With Respect To Proof Of Claim No. 14133 (SPCP Group, L.L.C. As Assignee Of Beaver Manufacturing Company) (Docket No. 11305)

Notice Of Presentment Of Joint Stipulation And Agreed Order Between Debtors' And SPCP Group, L.L.C., As Assignee Of Beaver Manufacturing Company Compromising And Disallowing Proof Of Claim Number 14133 (Docket No. 11652)

Status:

A joint stipulation and agreed order will be submitted for consideration by the Court.

D. Contested Omnibus Claims Objection Matter

16. "Claims Objection Hearing Regarding Claim Of Nu-Tech Plastics Engineering, Inc." – Claims Objection Hearing Regarding Claim Of Nu-Tech Plastics Engineering, Inc. As Objected To On The Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452)

Responses Filed:

Response Of NuTech Plastics Engineering, Inc. To Debtors' Third Omnibus Objection To Claims And To Debtors' Claim Objection And Estimation Procedures Motion (Docket No. 5811)

Claimants Supplemental Response Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 8299)

Supplemental Response Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 8688)

Reply Filed:

Debtors' Omnibus Reply In Support Of Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5944)

Debtors' Supplemental Reply With Respect To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 10777)

Stipulation And Agreed Protective Order Governing Production And Use Of Confidential And Highly Confidential Information In Connection With Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 11648)

Debtors' Amended Supplemental Reply With Respect To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 11756)

Claimant Nu-Tech Plastics Engineering, Inc.'s Amended Supplemental Response (Claim No. 1279) (Docket No. 11757)

Related Filings:

Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 (I) Disallowing And Expunging Certain (A) Claims With Insufficient Documentation And (B) Claims Unsubstantiated By Debtors' Books And Records, (II) Modifying Certain Claims, And (III) Adjourning Hearing On Certain Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) Identified In Third Omnibus Claims Objection (Docket No. 6224)

Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 1279 (Nu Tech Plastics Engineering, Inc.) (Docket No. 7455) Debtors' Statement Of Disputed Issues With Respect To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 7574)

Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 7846)

Debtors' Amended Statement Of Disputed Issues With Respect To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 8177)

Declaration of Gary Leeman on behalf of Nutech Plastics Engineering, Inc. (Docket No. 8302)

Second Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 8418)

Third Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 9163)

Fourth Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 1279 (Nu-Tech Plastics Engineering, Inc.) (Docket No. 11046)

Affidavit Of Trenia Patrick On Behalf Of Nutech Plastics Engineering, Inc. (Docket No. 11758)

Declaration of John G. Cooper on behalf of Nutech Plastics Engineering, Inc. (Docket No. 11759)

Amended Declaration of Gary Leeman on behalf of Nutech Plastics Engineering, Inc. (Docket No. 11760) Status: The hearing with respect to this matter will be

proceeding.

Dated: New York, New York January 9, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Martafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

EXHIBIT E

05-44481-rdd Doc 12795 Filed 02/22/08 Entered 02/22/08 03:13:39 Main Document Pg 65 of 237 Delphi Corporation Response Service List Main Document

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	EMAIL	PARTY / FUNCTION
	Donald Bernstein						212-450-4092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	brian.resnick@dpw.com	Administrative Agent
								acan n caraaran@dalahi aam	
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	МІ	48098	248-813-2000	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
	Brad Eric Sheler			- ,					
	Bonnie Steingart Vivek Melwani								
Fried, Frank, Harris, Shriver &	Jennifer L Rodburg							rodbuje@ffhsj.com	Counsel to Equity Security
Jacobson	Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	sliviri@ffhsj.com	Holders Committee
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	richard.duker@ipmorgan.com	Prepetition Administrative Agent
or morgan onace bank, 14.7 k	Trionara Baren	2701 dik7tvondo		TOW TORK		10017	212 27 0 0 10 1	nonara.aaker@pmergam.com	1 Topoution / turning autro / tgent
								gianni.russello@jpmorgan.com	Postpetition Administrative
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th FI		New York	NY	10172	212-270-0426	susan.atkins@jpmorgan.com	Agent Counsel to Official Committee of
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	robert.rosenberg@lw.com	Unsecured Creditors
								kziman@stblaw.com	Counsel to Debtor's Prepetition
	Kenneth S. Ziman, Robert H.							rtrust@stblaw.com	Administrative Agent, JPMorgan
Simpson Thatcher & Bartlett LLP	Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	wrussell@stblaw.com	Chase Bank, N.A.
								jbutler@skadden.com	
	John Wm. Butler, John K. Lyons,	000 14/ 14/1 D	0	06:		00000	040 407 0700	ilyonsch@skadden.com	O
Flom LLP	Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	rmeisler@skadden.com kmarafio@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP		4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	tmatz@skadden.com	Counsel to the Debtor
			7 3						
Haita d Otata a Tarrata a	Alisis M. Lasarkand	00 14/1-1	04-4-51	Na Vasla	ND/	40004 0440	040 540 0500		Counsel to United States
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500		Trustee

05-44481-rdd Doc 12795 Filed 02/22/08 Entered 02/22/08 03:13:39 Main Document Pg 66 of 237 Delphi Corporation Special Parties

Company	Contact	Address1	Address2	City	State	Zip
NSS Technologies/SPS	Robert Szwajkos					
Techonologies	Daniel P. Mazo	Curtin & Heefner, LLP	250 N. Pennsyllvania Ave.	Morrisville	PA	19067
NSS Technologies/SPS						
Techonologies	Laura Torrado	Bear Stearns Investment Products Inc.	383 Madison Avenue	New York	NY	10179

EXHIBIT F

Hearing Date: February 7, 2008

Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) Albert L. Hogan, III (AH 8807) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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DEBTORS' SUPPLEMENTAL REPLY WITH RESPECT TO PROOFS OF CLAIM NOS. 9771 AND 9772 (NSS TECHNOLOGIES, INC., SPS TECHNOLOGIES WATERFORD COMPANY, AND BEAR STEARNS INVESTMENT PRODUCTS INC.)

("SUPPLEMENTAL REPLY - NSS, SPS, AND BEAR STEARNS")

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Supplemental Reply With Respect To Proofs Of Claim Nos. 9771 And 9772 (NSS Technologies, Inc., SPS Technologies Waterford Company, And Bear Stearns Investment Products Inc.) (the "Supplemental Reply") and respectfully represent as follows:

Preliminary Statement

- 1. Prior to October 8, 2005, the date the Debtors filed their bankruptcy petitions (the "Petition Date"), NSS Technologies, Inc. f/k/a National Set Screw Corp. ("NSS") and SPS Technologies Waterford Company f/k/a Terry Machine Company ("SPS" and, together with NSS, the "Claimants") supplied goods to DAS LLC. NSS filed proof of claim number 9771 ("Proof of Claim 9771") against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$977,354.65 for the sale of goods ("Claim 9771"). SPS filed proof of claim number 9772 ("Proof of Claim 9772" and, together with Proof of Claim 9771, the "Proofs of Claim") against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$72,034.20, also for the sale of goods ("Claim 9772" and, together with Claim 9771, the "Claims"). 2
- 2. On August 24, 2007, the Debtors objected to the Claims pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims

On February 1, 2007, NSS transferred Claim 9771 to Bear Stearns Investment Products Inc. ("Bear Stearns") pursuant to a notice of transfer (Docket No. 6797).

On February 5, 2007, SPS transferred Claim 9772 to Bear Stearns pursuant to a notice of transfer (Docket No. 6828).

Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

- 3. On September 19, 2007, the Claimants filed the Response Of SPS
 Technologies, LLC a/k/a SPS Technologies-Cleveland, NSS Technologies, Inc. SPS
 Technologies Waterford Company And Greer Stop Nut, Inc. To Debtors' Twentieth Omnibus
 Claims Objection (Docket No. 9422) (the "Response").
- 4. The Claimants have failed to adequately support their claims and establish that the Debtors owe an outstanding liability to the Claimants in the amounts asserted in the Proofs of Claim.

Argument

5. The Claimants have failed to provide sufficient evidence to support their claims. The burden of proof to establish a claim against an estate rests on the claimant and, if a proof of claim does not include sufficient factual support, the proof of claim is not entitled to a presumption of prima facie validity pursuant to Bankruptcy Rule 3001(f). In re WorldCom, In re WorldCom, <a href="mailto:In re In re In

The Debtors note that the Claimants have not filed a supplemental response to the Twentieth Omnibus Claims Objection. Pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (the "Claims Objection Procedures Order"), the deadline for the Claimants to file a supplemental response was December 26, 2007.

claim); In re Chiro Plus, Inc. 339 B.R. 111, 113 (Bankr. D.N.J. 2006) (claimant bears initial burden of sufficiently alleging claim and establishing facts to support legal liability); In re Armstrong Finishing, L.L.C., No. 99-11576-C11, 2001 WL 1700029, at *2 (Bankr. M.D.N.C. May 2, 2001) (only when claimant alleges facts sufficient to support its proof of claim is it entitled to have claim considered prima facie valid); In re United Cos. Fin. Corp., 267 B.R. 524, 527 (Bankr. D. Del. 2000) (claimant must allege facts sufficient to support legal basis for its claim to have claim make prima facie case). Even if the allegations in the Proofs of Claim were sufficient to make prima facie claims, the Debtors have rebutted those claims by providing specific evidence refuting the validity of the Claims. To shift the burden of production back to a claimant, a debtor must "refute at least one of the allegations that is essential to the claim's legal sufficiency." In re WorldCom, Inc., No. 02-13533, 2005 WL 3832065, *4 (Bankr. S.D.N.Y. 2005) (citing In re Allegheny Int'l, Inc., 954 F.2d 167, 173-174 (3d Cir.1992)). Here, the Debtors have refuted the allegations that are essential to the Claims. The burden therefore "reverts to the claimant to prove the validity of the claim by a preponderance of the evidence The burden of persuasion is always on the claimant." Id. The Claimants have not met that burden.

6. The Claimants assert in the Proofs of Claim that DAS LLC owes them a total of \$1,049,388.85 for goods sold. Because the Claimants have failed to file a supplemental response or any affidavits or declarations of witnesses, however, the Claimants have presented no evidence to support the Claims. By contrast, the Debtors' reconciliation process, as reflected in the declaration of Dean Unrue, reflects a deliberative and methodical attempt to reconcile

every one of the many invoices attached to the Proofs of Claim. <u>See</u> Decl. Of Dean Unrue In Supp. Of Debtors' Supplemental Reply (the "Unrue Decl."), attached as <u>Exhibit A</u> hereto.⁴

7. The Debtors' books and records reflect that as of the Petition Date, DAS LLC owed \$713,175.52 to NSS and \$72,025.32 to SPS. Unrue Decl. ¶ 16. The Debtors cross referenced the amounts and invoices referenced in the Proofs of Claim with the Debtors' books and records. Id. ¶ 5. The Debtors noted that \$80,700.00 of the alleged unpaid invoices included in Proof of Claim 9771 were postpetition invoices that were paid in the ordinary course of the Debtors' business. Id. ¶ 9. In addition, the Debtors noted that \$86,001.07 of the alleged unpaid invoices included in the Proofs of Claim were prepetition invoices that already had been paid. Id. Then, the Debtors confirmed that the Claimants had failed to account for prepetition wire payments in the amounts of \$132,044.94 and \$97,425.57 when calculating the amount asserted in the Proofs of Claim. Id. ¶ 11. The Debtors also noted that the price charged on certain invoices included in the Proofs of Claim were different than the price provided for in the relevant purchase order, resulting in an understatement of \$5,684.43 in Proof of Claim 9771 and an overstatement of \$91.83 in Proof of Claim 9772. Id. ¶ 12. Other invoices, in the amount of \$14,540.80, were accompanied by insufficient proof that the Claimants delivered the goods for which they billed the Debtors. Id. $\P 10.5$ Still other invoices are for materials that have been returned by DAS LLC in the ordinary course of business, including materials returned because they were defective. Id. ¶ 13. The Claimants failed to recognize \$14,005.07 of debits taken by

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The Debtors also expressly incorporate their entire Statement Of Disputed Issues With Respect To Proofs Of Claim Nos. 9771 And 9772 (NSS Technologies, Inc., SPS Technologies Waterford Company, And Bear Stearns Investment Products) (Docket No. 11423) into this Supplemental Reply.

Delphi's General Terms And Conditions governing its dealings with suppliers require that suppliers "promptly forward the original bill of lading or other shipping receipt with respect to each shipment as Buyer instructs."

See General Terms And Conditions, § 2.1, attached as Exhibit B to the Unrue Decl.

DAS LLC for returned material. <u>Id.</u> Finally, the Claimants included an invoice, in the amount of \$12,519.91, for certain parts that were shipped as part of DAS LLC's production part approval process, in which DAS LLC makes sure that the parts it purchases from its suppliers conform to the agreed-upon specifications. <u>Id.</u> ¶ 14. DAS LLC does not pay for parts shipped as part of the production part approval process. <u>Id.</u> Taking into account the above amounts, the amounts of the Claims are reduced to \$546,327.84 with respect to Claim 9771 and \$71,717.25 with respect to Claim 9772.

- 8. As noted above, however, DAS LLC's books and records reflect that, as of the Petition Date, DAS LLC owed \$713,175.52 to NSS and \$72,025.32 to SPS. <u>Id.</u> ¶ [●]. Accordingly, the Debtors concluded that the Claims should be limited to those amounts.
- 9. After taking into account the above-referenced deductions and additions to the Claims, the Debtors reconciled the Claims as illustrated in the following charts:

	<u>Claim 9771</u>										
NSS Asserted A	Amount	\$977,354.65									
Modifications	Post-petition Invoices	(\$80,700.00)									
	Certain Invoices Have Been Paid	(\$86,001.07)									
	NSS Overpaid Prepetition	(\$229,170.51)									
	Proofs Of Claim Misstate Prices	\$5,684.43									
	Proofs Of Delivery Not Provided	(\$14,540.80)									
	Returned Materials	(\$13,779.95)									
	Production Part Approval Process	(\$12,518.91)									
	Amounts Not Claimed	\$166,847.68									
Reconciled Am	Reconciled Amount										

	<u>Claim 9772</u>								
SPS Asserted A	SPS Asserted Amount								
Modifications	Proofs Of Claim Misstate Prices	(\$91.83)							
	Returned Material	(\$225.12)							
	Amounts not Claimed	\$308.07							
Reconciled Am	Reconciled Amount								

- 10. The Claimants failed to present any evidence demonstrating that DAS LLC owes the amounts listed in the invoices attached to the Proofs of Claim. By contrast, the Debtors carefully considered and reviewed each invoice and determined that it likely owes the Claimants no more than the total amount of \$785,200.84 as of the Petition Date.
- 11. For all the reasons discussed above, DAS LLC is not liable to the Claimants for the full amounts asserted in the Proofs of Claim. Accordingly, Claim 9771 should be reduced to a general unsecured non-priority claim against DAS LLC in an amount not to exceed \$713,175.52 and Claim 9772 should be reduced to a general unsecured non-priority claim against DAS LLC in an amount not to exceed \$72,025.32.

Memorandum of Law

12. Because the legal points and authorities upon which this Supplemental Reply relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that this Court enter an order (a) reducing Claim 9771 to a general unsecured non-priority claim against DAS LLC in an amount not to exceed \$713,175.52, (b) reducing Claim 9772 to a general unsecured non-priority claim against DAS LLC in an amount not to exceed \$72,025.32, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York January 9, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 9331)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Hearing Date: February 7, 2008

Hearing Time: 10:00 a.m. (prevailing Eastern time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Albert L. Hogan III (AH 8807) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

(Jointly Administered)

Debtors. :

DECLARATION OF DEAN UNRUE IN SUPPORT OF DEBTORS' SUPPLEMENTAL REPLY WITH RESPECT TO PROOFS OF CLAIM NOS. 9771 AND 9772 (NSS TECHNOLOGIES, INC., SPS TECHNOLOGIES WATERFORD

COMPANY, AND BEAR STEARNS INVESTMENT PRODUCTS INC.)

("UNRUE DECLARATION— NSS, SPS, AND BEAR STEARNS")

Dean Unrue declares as follows:

- Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") (collectively, the "Debtors" or "Delphi"), are debtors and debtors-in-possession in these Chapter 11 cases. I submit this declaration in support of the Debtors' Supplemental Reply With Respect To Proofs Of Claim Nos. 9771 And 9772 (NSS Technologies, Inc., SPS Technologies Waterford Company, And Bear Stearns Investment Products Inc.) (the "Supplemental Reply"). Capitalized terms not otherwise defined in this declaration have the meanings ascribed to them in the Supplemental Reply and the Statement Of Disputed Issues With Respect To Proofs Of Claim Nos. 9771 And 9772 (NSS Technologies, Inc., SPS Technologies Waterford Company, And Bear Stearns Investment Products) (Docket No. 11423).
- 2. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, my review of relevant documents and data, my opinion, and my experience with and knowledge of Delphi's relationship with NSS Technologies, Inc. f/k/a National Set Screw Corp. ("NSS") and SPS Technologies Waterford Company f/k/a Terry Machine Company ("SPS" and, together with NSS, the "Claimants"). If I were called upon to testify, I could and would testify to the facts set forth herein.
- 3. Since 2006, I have served as the Delphi Claims Administrator. I am responsible for overseeing the reconciliation and settlement of all 16,700 proofs of claim filed against the Debtors in these chapter 11 cases. I am responsible for, among other things, overseeing the investigation into and reconciliation of the Claimants' proofs of claim (the "Claims"). I have drawn the following conclusions relevant to the Claims:

A. Initial Review Of The Claims

4. My staff routinely begins the investigation into a claim by reviewing the exhibits supporting the claim that are attached to the proof of claim, the response, and any supplemental response that has been filed.

B. Elimination of Previously Paid Invoices

- 5. My team began the reconciliation process by comparing each individual invoice referenced in the Proofs of Claim and supporting documentation against DAS LLC's main accounts payable system, which is called the DACOR System (Disbursement Analysis Control and Online Reporting System). The DACOR System is used to pay all of DAS LLC's vendors as well as maintain all payable records. Additionally, the DACOR System distributes approvals to users, generates checks, prepares payment vouchers that are sent to vendors, automates journal entries and inputs those entries into the general ledger, and automates account distributions. The DACOR System is updated daily and contains twelve months worth of data. Data is archived after twelve months.
- 6. The main DACOR (Accounts Payable) System feeds a web-based program called E-DACOR, a data repository program. E-DACOR is a flat file that is updated nightly and lists all account payable information that is included on the DACOR System. Information may be viewed online or downloaded to a personal computer for sorting and further analysis. A user may search E-DACOR for both paid and unpaid invoices using the purchase order number, bill of lading (i.e., shipper) number, or invoice number. Since the year 2003, all vendors who request access may view online their own records related to DAS LLC's accounts payable system. E-DACOR maintains a rolling 36 months of information available online.

- 7. It is standard business practice that each time DAS LLC receives a shipment from a vendor, the receiving department enters the shipment into the DACOR System.¹ The receiving department will either enter the shipment under the bill of lading or shipping manifest number (collectively, "shipper numbers") or under the invoice number.² Due to the documentation accompanying shipments (which may not include all relevant reference numbers), the large volume of shipments received, and the number of employees charged with shipment intake, the receiving departments are not always able to uniformly input the same information for each shipment. In other words, on certain occasions the receiving department may use the invoice numbers to catalogue the shipments it receives. On other occasions the receiving department may use the shipper numbers to catalogue shipments, without inputting the corresponding invoice numbers (even if such invoice numbers are available). These alternate practices are followed because the DACOR system only allows entry of one number – either the shipper number or the invoice number – to avoid duplication of payment. Although these discrepancies do not affect the reliability of the DACOR System, such practices hinder the invoice reconciliation process in cases where the invoice at issue does not reflect all identifying numbers, i.e., where an invoice reflects only the invoice number and not the shipper numbers.
- 8. To reconcile the invoices, we first entered each individual invoice number into the DACOR System to determine whether the DACOR System reflected that the invoice had

Obviously, services are not receipted in this manner. Rather, suppliers send invoices for services directly to the DAS LLC buyer who requested the services. It is the buyer's responsibility to confirm that the supplier completed the service, sign off on the invoice, and direct the invoice to the accounting department for entry into DACOR and supplier payment. If the supplier did not complete the service adequately, the buyer must wait until the service is completed prior to signing off on the invoice.

In many cases, shipments do not include invoices. In such circumstances, the receiving department's only option is to enter the shipper number. If DAS LLC later receives an invoice for products it previously received, such invoice would neither be entered into DACOR nor maintained in any filing system. This is because DAS LLC pays upon receipt of goods – not upon invoice – as is noted on all purchase orders.

been paid. We then reviewed all the remaining open invoices against DAS LLC's archived payable system. We then determined whether any of the remaining open invoices were inputted into the DACOR System under a number other than the invoice number, <u>i.e.</u>, under a shipper number.

9. After performing the above steps, we determined that \$166,701.07 of the invoices had been paid. Of these paid invoices are, \$80,700.00 are postpetition invoices that were paid in the ordinary course of the Debtors' business and \$86,001.07 of these invoices were prepetition invoices that already had been paid. These invoices that were previously paid are noted on Exhibit A attached hereto.

C. Invoices For Which Claimants Provided Inadequate Information

\$882,687.78. Of these invoices, five invoices totaling \$14,540.80 lack information on their face necessary for proper reconciliation. Although I searched the DACOR System and the archived payable system for these five invoice numbers, I was unable to find any record of these invoices. Based on my experience, I concluded that the invoices are likely catalogued under the associated shipper numbers. Delphi's General Terms And Conditions governing its dealings with suppliers require that suppliers "promptly forward the original bill of lading or other shipping receipt with respect to each shipment as Buyer instructs." See General Terms And Conditions, § 2.1. A true and accurate copy of the General Terms And Conditions governing DAS LLC's dealings with the Claimants is attached as Exhibit B hereto. Thus, we asked the Claimants to provide the proof of delivery associated with these five invoices. To date, the Claimants have not provided the

additional requested information and many of these invoices remain unresolved.³ Detail on the invoices lacking proof of delivery is attached as <u>Exhibit C</u> hereto.

D. Invoices Paid By Prepetition Wire Transfer

11. In addition, we determined that \$229,170.51 had been previously paid by a prepetition wire transfer. During the weeks before the Petition Date, Delphi implemented advance payment agreements to numerous vendors to ensure a continuous supply of parts and services. As such, delays and backlogs developed in the process used to post wire transfers to DACOR. The DACOR System will deduct advance payments from ordinary course payments if the advances are posted in time. In some instances, the delays in the DACOR System prevented wire transfer advances from being posted to the DACOR System before the invoices came due. Here, the Debtors made wire payments on September 30, 2005 and October 5, 2005 in the amounts of \$132,044.94 and \$97,425.57, respectively, that were not accounted for in Proof of Claim 9771. After accounting for this wire transfer, the remaining balance of the Claims is \$653,517.27.

E. Price/Quantity Discrepancies

12. My staff also noted that the price charged on certain invoices included in the Proofs of Claim were different than the price provided for in the relevant purchase order. This price discrepancy resulted in an understatement of \$5,684.43 in Proof of Claim 9771 and an overstatement of \$91.83 in Proof of Claim 9772. The purchase orders reflect the contractual

Although DAS LLC maintains files of all shipments it receives, it is impossible to locate the shipments relevant to the Claim. DAS LLC files shipping documents by the date of receipt (and they are not cross-referenced by supplier name, purchase order number or invoice number). Additionally, shipping documents are filed at the location where the goods were received. Thus, to locate a particular shipping document, one would need to know both the arrival date and place of the associated shipment. Even if one knew this information, finding the shipping document would entail sifting through hundreds, if not thousands, of documents because each DAS LLC receiving location may receive up to 1,000 or more shipments per day.

pricing. Therefore, \$5,684.43 should be added to the amount of the Proof of Claim 9771 and \$91.83 should be subtracted from the amount of Proof of Claim 9772.

F. Returned Material

13. Next, my staff noted that the Proofs of Claim include invoices for materials that have been returned by DAS LLC in the ordinary course of business, including materials returned because they were defective. We realized that, in the Proofs of Claim, the Claimants failed to recognize the full amount of debits taken by DAS LLC for this returned material. In Proof of Claim 9771, NSS failed to recognize \$13,779.95 in returned material. In Proof of Claim 9772, SPS failed to recognize \$225.12 in returned material. We thus reduced the Amounts of the Claims accordingly.

G. Production Part Approval Process

14. Finally, my staff noted that the Claimants included an invoice, in the amount of \$12,519.91, for certain parts that were shipped as part of DAS LLC's production part approval process. During the production part approval process, DAS LLC makes sure that the parts it purchases from its suppliers conform to the agreed-upon specifications. <u>Id.</u> ¶ [●]. DAS LLC does not pay for parts shipped as part of the production part approval process. <u>Id.</u> ¶ [●].

H. DAS LLC's Books And Records

15. Taking into account the above additions and deductions, we determined that the amounts of the Claims are reduced to \$546,327.84 with respect to Claim 9771 and \$71,717.25 with respect to Claim 9772.

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16. DAS LLC's books and records reflect, however, that, as of the Petition

Date, DAS LLC owed \$713,175.52 to NSS and \$72,025.32 to SPS. Accordingly, the Claimants

failed, in the Proofs of Claim, to claim certain amounts that are due and owing on DAS LLC's

books and records. We determined that, in this instance, such amounts should be added back

into the amounts of the Claims. Accordingly, we determined that the proper amount of Claim

9771 is \$713,175.52 and the proper amount of Claim 9772 is \$71,717.25.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the

foregoing statements are true and correct.

Executed on January 9, 2008 in New York, New York.

/s/ Dean Unrue

Dean Unrue

Exhibit A

Paid Invoices

Invoice	Claimed Amount	Pay Date	Check No.
140024	543.83	4/4/2005	900493032
140029	45.30	4/4/2005	900493032
1143572	355.31	12/2/2004	900474723
1143867	2,131.32	12/12/2004	900474723
1144041	2,737.25	12/2/2004	900474723
1144149	1,477.88	12/5/2004	900474723
1144550	232.00	1/3/2005	900478977
1145179	2,223.81	2/2/2005	900483763
1145403	6,231.19	2/2/2005	900483763
1145842	1,110.69	3/2/2005	900488423
1145975	11,512.02	3/2/2005	900488423
1148638	9,004.32	7/5/2005	900506605
1148639	2,435.28	7/5/2005	900506605
1148661	3,572.77	7/5/2005	900506605
1148669	11,886.24	7/5/2005	900506605
1148673	2,435.27	7/5/2005	900506605
1148690	3,594.72	7/5/2005	900506605
1148696	3,570.94	7/5/2005	900506605
1148708	10,385.52	7/5/2005	900506605
1148709	2,435.28	7/5/2005	900506605
1148730	1,217.64	7/5/2005	900506605
1148742	3,592.90	7/5/2005	900506605
1151092	698.78	8/2/2005	900510473
1151093	355.68	8/2/2005	900510473
1151088	2,215.13	8/2/2005	900510473
1151256	25,000.00	5/30/2006	756318
1151257	55,700.00	5/30/2006	756318
Totals	166,701.07		

Exhibit B

DELPHI CORPORATION

GENERAL TERMS AND CONDITIONS

1. ACCEPTANCE

Seller acknowledges and agrees that these General Terms and Conditions are incorporated in, and a part of, this contract and each purchase order, release, requisition, work order, shipping instruction, specification and other document, whether expressed in written form, by electronic data interchange or other tangible format, relating to the goods and/or services to be provided by Seller pursuant to this contract (such documents are collectively referred to as this "Contract"). Seller acknowledges and agrees that it has read and understands these General Terms and Conditions. If Seller accepts this Contract in writing or commences any of the work or services which are the subject of this Contract, Seller will be deemed to have accepted this Contract and these General Terms and Conditions in their entirety without modification. Any additions to, changes in, modifications of, or revisions of this Contract (including these General Terms and Conditions) which Seller proposes will be deemed to be rejected by Buyer except to the extent that an authorized employee of Buyer expressly agrees to accept any such proposals in writing.

2. SHIPPING AND BILLING

- 2.1 <u>Shipping.</u> Seller will (a) properly pack, mark and, ship goods as instructed by Buyer or any carriers and in accordance with any applicable laws or regulations, (b) route shipments as Buyer instructs, (c) not charge for costs relating to handling, packaging, storage or transportation (including duties, taxes, fees, etc.) unless otherwise expressly stated in this Contract, (d) provide packing slips with each shipment that identify Buyer's contract and release number and the date of the shipment, and (e) promptly forward the original bill of lading or other shipping receipt with respect to each shipment as Buyer instructs. Seller will include on bills of lading or other shipping receipts the correct classification identification of the goods shipped as Buyer or the carrier requires. The marks on each package and identification of the goods on packing slips, bills of lading and invoices must enable Buyer to easily identify the goods.
- 2.2 <u>Billing</u>. Seller will (a) accept payment based upon Buyer's Evaluated Receipt Record/Self-Billed Invoice unless Buyer requests that Seller issue and deliver an invoice and (b) accept payment by electronic funds transfer. If the payment due date is not otherwise specified in this Contract, the payment due date will be the due date established by the Multilateral Netting System (MNS-2) used by Buyer, which provides, on average, that payment will be due on the second day of the second month following the date Buyer receives the goods or services. Buyer may withhold payment for any goods or services until Buyer receives evidence, in such form and detail as Buyer requires, of the absence of any liens, encumbrances and claims on such goods or services.
- 2.3 <u>Taxes</u>. Unless otherwise stated in this Contract, the price includes all applicable federal, state, provincial, and local taxes other than sales, value added, or similar turnover taxes or charges. Seller will separately invoice Buyer for any sales, value added, or similar turnover taxes or charges that Seller is required by law to collect from Buyer. Seller will provide Buyer with whatever information and documentation that is required under local law in order to enable Buyer to recover any sales, value added, or similar turnover taxes or charges. Invoices shall also be in the appropriate form as required by local law to permit deduction of payments for income tax purposes by the Buyer.
- 2.4 <u>Withholding of Taxes by Buyer</u>. If Buyer is required by law to make any deduction or withholding from any sum payable to Buyer under this Contract, Buyer shall be entitled to deduct or withhold such amount and effect payment thereof to the applicable tax authority. Buyer will, upon request from Seller, provide Seller

official tax receipts or other evidence issued by the applicable tax authorities sufficient to establish that any taxes which are withheld have been paid.

- 2.5 <u>Delivery Schedules</u>. Deliveries will be made in the quantities, on the dates, and at the times specified by Buyer in this Contract or any subsequent releases or instructions Buyer issues under this Contract. Time is of the essence with respect to all delivery schedules Buyer establishes. Buyer will not be required to pay for any goods that exceed the quantities specified in Buyer's delivery schedules or to accept goods that are delivered in advance of the delivery date specified in Buyer's delivery schedules. Seller bears the risk of loss of all goods delivered in advance of the delivery date specified in Buyer's delivery schedules. If the requirements of Buyer's customers or market, economic or other conditions require changes in delivery schedules, Buyer may change the rate of scheduled shipments or direct temporary suspension of scheduled shipments without entitling Seller to a price adjustment or other compensation.
- 2.6 <u>Premium Shipments</u>. If Seller fails to have goods ready for shipment in time to meet Buyer's delivery schedules using the method of transportation originally specified by Buyer and, as a result, Buyer requires Seller to ship the goods using a premium (more expeditious) method of transportation, Seller will ship the goods as expeditiously as possible. Seller will pay, and be responsible for, the entire cost of such premium shipment, unless Buyer's actions caused Seller to fail to meet Buyer's delivery schedules, in which case Buyer will pay any costs for premium shipment.
- 2.7 <u>Volume Forecasts</u>. Buyer may provide Seller with estimates, forecasts or projections of its future anticipated volume or quantity requirements for goods. Seller acknowledges that any such forecasts are provided for informational purposes only and, like any other forward looking projections, are based on a number of economic and business factors, variables and assumptions, some or all of which may change over time. Buyer makes no representation, warranty, guaranty or commitment of any kind or nature, express or implied, regarding any such forecasts provided to Seller, including with respect to the accuracy or completeness of such forecasts.

3. SPECIFICATION, DESIGN AND SCOPE CHANGES

Buyer may at any time require Seller to implement changes to the specifications or design of the goods or to the scope of any services or work covered by this Contract, including work related to inspection, testing or quality control. While Buyer will endeavor to discuss any such changes with Seller as early as practical, Seller will promptly implement such changes. Buyer will equitably determine any adjustment in price or delivery schedules resulting from such changes, including Buyer's payment of reasonable costs of modifications to Seller's Equipment (as defined in Article 16) necessary to implement such changes. In order to assist in the determination of any equitable adjustment in price or delivery schedules, Seller will, as requested, provide information to Buyer, including documentation of changes in Seller's cost of production and the time to implement such changes. In the event of any disagreement arising out of such changes, Buyer and Seller will work to resolve the disagreement in good faith, provided, however, that Seller will continue performing under this Contract, including the manufacture and delivery of goods and prompt implementation of changes required by Buyer, while Buyer and Seller resolve any disagreement arising out of such changes.

4. QUALITY AND INSPECTION

Seller will participate in Buyer's supplier quality and development program(s) and comply with all engineering release and validation requirements and procedures, including Buyer's production part approval processes, which Buyer specifies from time to time. Seller will permit Buyer and its representatives and consultants to enter Seller's facilities at reasonable times to inspect such facilities and any goods, inventories, work-in-process, materials, machinery, equipment, tooling, fixtures, gauges and other items and processes related to Seller's performance of this Contract. No such inspection by Buyer will constitute acceptance by Buyer of any work-in-process or finished goods.

5. NON-CONFORMING GOODS

Buyer is not required to perform incoming inspections of any goods, and Seller waives any right to require Buyer to conduct any such inspections. Seller will not substitute any goods for the goods covered by this Contract unless Buyer consents in writing. If Buyer rejects any goods as non-conforming, Buyer may, at its option, (a) reduce the quantities of goods ordered under this Contract by the quantity of non-conforming goods, (b) require Seller to replace the non-conforming goods, and/or (c) exercise any other applicable rights or remedies. If Seller fails to inform Buyer in writing of the manner in which Seller desires that Buyer dispose of non-conforming goods within forty-eight (48) hours of notice of Buyer's rejection of non-conforming goods (or such shorter period as is reasonable under the circumstances), Buyer will be entitled to dispose of the non-conforming goods without liability to Seller, provided, however, that in any event Buyer may elect to arrange for the shipment of any non-conforming goods back to Seller at Seller's expense. Seller will bear all risk of loss with respect to all non-conforming goods and will promptly pay or reimburse all costs incurred by Buyer to return, store or dispose any non-conforming goods. Buyer's payment for any non-conforming goods will not constitute acceptance by Buyer, limit or impair Buyer's right to exercise any rights or remedies, or relieve Seller of responsibility for the non-conforming goods.

6. FORCE MAJEURE

If Seller is unable to produce, sell or deliver any goods or services covered by this Contract, or Buyer is unable to accept delivery, buy or use any goods or services covered by this Contract, as a result of an event or occurrence beyond the reasonable control of the affected party and without such party's fault or negligence, then any delay or failure to perform under this Contract that results from such event or occurrence will be excused for only so long as such event or occurrence continues, provided, however, that the affected party gives written notice of each such delay (including the anticipated duration of the delay) to the other party as soon as possible after the event or occurrence (but in no event more than three (3) days thereafter). Such events and occurrences may include, by way of example and not limitation, natural disasters, fires, floods, windstorms, severe weather, explosions, riots, wars, sabotage, labor problems (including lockouts, strikes and slowdowns), equipment breakdowns and power failures. During any delay or failure to perform by Seller, Buyer may (i) purchase substitute goods from other available sources, in which case the quantities under this Contract will be reduced by the quantities of such substitute goods and Seller will reimburse Buyer for any additional costs to Buyer of obtaining the substitute goods compared to the prices set forth in this Contract and/or (ii) have Seller provide substitute goods from other available sources in quantities and at times Buyer requests and at the prices set forth in this Contract. If Seller fails to provide adequate assurances that any delay will not exceed thirty (30) days or if any delay lasts more than thirty (30) days, Buyer may terminate this Contract without any liability to Seller or obligation to purchase raw materials, work-in-process or finished goods under Section 11. Before any of Seller's labor contracts expire and as soon as Seller anticipates or learns of any impending strike, labor dispute, work stoppage or other disruption at Seller's facilities that might affect the delivery of goods to Buyer, Seller will produce (and locate in an area that will not be affected by any such disruption) a finished inventory of goods in quantities sufficient to ensure the supply of goods to Buyer for at least thirty (30) days after such disruption commences.

7. WARRANTY

7.1 General. Seller warrants and guarantees to Buyer, its successors, assigns and customers that the goods and services covered by this Contract will (a) conform to the then current release/revision level (based on date Buyer's release is issued to Seller) of Buyer's applicable specifications and drawings, (b) conform to all samples, descriptions, brochures and manuals furnished by Seller or Buyer, (c) be merchantable, (d) be of good material and workmanship, (e) be free from defect, and (f) be fit and sufficient for the particular purposes intended by Buyer and any customer of Buyer. If requested by Buyer, Seller will enter into a separate agreement for the administration or processing of warranty chargebacks for nonconforming goods.

- 7.2 Warranty Period. In the case of goods supplied for use as, or incorporation into, parts, components or systems for automotive vehicles or other finished products, the period for each of the foregoing warranties will commence upon delivery of the goods to Buyer and, except as provided in Section 7.4 or as otherwise expressly agreed in writing by an authorized employee of Buyer, end forty-eight (48) months following the date the vehicle or other finished product on which such parts, components or systems are installed is first sold and delivered or otherwise utilized for consumer or commercial purposes, provided, however, that if Buyer offers and provides a longer warranty to its customers with respect to any such parts, components or systems, then such longer warranty period will apply to the goods. In the case of goods supplied for other uses, the period for each of the foregoing warranties will be that provided by applicable law unless otherwise expressly agreed in writing by an authorized employee of Buyer.
- 7.3 Remedies and Damages. If any goods are reasonably determined (including by use of statistical analysis or other sampling methodology) to fail to conform to the warranties set forth in this Contract, Seller shall reimburse Buyer for all reasonable losses, costs and damages caused by such nonconforming goods. Such costs and damages may include, without limitation, costs, expenses and losses of Buyer and/or its customers arising from (i) inspection, sorting, repair or replacement of any nonconforming goods or any system or component that incorporates such nonconforming goods, (ii) production interruptions or slowdowns, (iii) offlining of vehicles or component systems, and (iv) field service campaigns and other corrective service actions, including, without limitation, the amounts paid to distributors and/or dealers for materials and replacement parts (including reasonable markup to recover administrative costs or other capital expenses) and the labor costs to perform such work.
- 7.4 Recalls. Notwithstanding the expiration of the warranty period set forth in Section 7.2, if Buyer and/or the manufacturer of the vehicles (or other finished product) on which the goods, or any parts, components or systems incorporating the goods, are installed, voluntarily or pursuant to a government mandate, makes an offer to owners of such vehicles to provide remedial action to address a defect that relates to motor vehicle safety or the failure of the vehicle to comply with any applicable law, safety standard or guideline (a so-called "recall"), Seller will nonetheless be liable for costs and damages associated with the conduct of such recall to the extent that such recall is based upon a reasonable determination (including by use of statistical analysis or other sampling methodology) that the goods fail to conform to the warranties set forth in this Contract.

8. INGREDIENTS AND HAZARDOUS MATERIALS

If Buyer requests, Seller will promptly furnish to Buyer, in such form and detail as Buyer directs: (a) a list of all ingredients in the goods, (b) the amount of all ingredients, and (c) information concerning any changes in or additions to the ingredients. Prior to, and together with, the shipment of the goods, Seller will furnish to Buyer and all carriers sufficient written warning and notice (including appropriate labels on the goods, containers and packing) of any hazardous material that is an ingredient or a part of any of the goods, together with all special handling instructions, safety measures and precautions as may be necessary to comply with applicable law, to inform Buyer and all carriers of any applicable legal requirements and to best allow Buyer and all carriers to prevent bodily injury or property damage in the handling, transportation, processing, use or disposal of the goods, containers and packing.

9. INSOLVENCY OF SELLER

In any of the following or any similar events Buyer may immediately terminate this Contract without any liability to Seller or obligation to purchase raw materials, work-in-process or finished goods under Section 11: (a) insolvency or financial difficulties of Seller, (b) filing of a voluntary petition in bankruptcy by Seller, (c) filing of any involuntary petition in bankruptcy against Seller, (d) appointment of a receiver or trustee for Seller, (e) execution of an assignment for the benefit of creditors by Seller, or (f) any accommodation by Buyer, financial or otherwise, not contemplated by this Contract, that are necessary for Seller to meet its obligations under this



Contract. Seller will reimburse Buyer for all costs Buyer incurs in connection with any of the foregoing whether or not this Contract is terminated, including, but not limited to, all attorney or other professional fees.

10. TERMINATION FOR BREACH

Buyer may terminate all or any part of this Contract without any liability to Seller or obligation to purchase raw materials, work-in-process or finished goods under Section 11 if Seller (a) repudiates, breaches, or threatens to breach any of the terms of this Contract, including Seller's warranties, (b) fails to perform or threatens not to perform services or deliver goods in accordance with this Contract or (c) fails to assure timely and proper completion of services or delivery of goods.



11. TERMINATION FOR CONVENIENCE

In addition to any other rights of Buyer to terminate this Contract, Buyer may immediately terminate all or any part of this Contract, at any time and for any reason, by notifying Seller in writing. Upon such termination, Buyer may, at its option, purchase from Seller any or all raw materials, work-in-process and finished goods inventory related to the goods under this Contract which are useable and in a merchantable condition. The purchase price for such finished goods, raw materials and work-in-process, and Seller's sole and exclusive recovery from Buyer (without regard to the legal theory which is the basis for any claim by Seller) on account of such termination, will be (a) the contract price for all goods or services that have been completed in accordance with this Contract as of termination date and delivered and accepted by Buyer and not previously paid for, plus (b) the actual costs of work-in-process and raw materials incurred by Seller in furnishing the goods or services under this Contract to the extent such costs are reasonable in amount and are properly allocable or apportionable under generally accepted accounting principles to the terminated portion of this Contract less (c) the reasonable value or cost (whichever is higher) of any goods or materials used or sold by Seller with Buyer's written consent. In no event will Buyer be required to pay for finished goods, work-inprocess or raw materials which Seller fabricates or procures in amounts that exceed those Buyer authorizes in delivery releases nor will Buyer be required to pay for any goods or materials that are in Seller's standard stock or that are readily marketable. Payments made under this Article will not exceed the aggregate price for finished goods that would be produced by Seller under delivery or release schedules outstanding at the date of termination. Within sixty (60) days after the effective date of termination, Seller will submit a comprehensive termination claim to Buyer, with sufficient supporting data to permit an audit by Buyer, and will thereafter promptly furnish any supplemental and supporting information Buyer requests.

12. TECHNICAL INFORMATION

- 12.1 <u>Information Disclosed by Seller</u>. Seller will create, maintain, update, and provide to Buyer, in compliance with Buyer's drafting and math data standards, all technical information about the goods and their manufacture which is reasonably necessary or requested by Buyer in connection with its use of the goods, including, without limitation, the engineering validation and qualification of the goods for automotive production and other applications and compliance with any legal or regulatory requirements. Such technical information will not be subject to any use or disclosure restrictions, except as provided in Section 12.2 below.
- 12.2 <u>Waiver of Claims</u>. Seller agrees not to assert any claim (other than a claim for patent infringement) against Buyer, Buyer's customers or their respective suppliers with respect to any technical information that Seller shall have disclosed, or may hereafter disclose, in connection with the goods or services covered by this Contract.
- 12.3 Repair and Rebuild. Seller authorizes Buyer, its affiliates, agents and subcontractors, and Buyer's customers and their subcontractors to repair, reconstruct or rebuild the goods and products delivered under this Contract without payment of any royalty or other compensation to Seller.
- 12.4 Software and Written Works. Seller grants to Buyer a permanent, paid-up license to use, repair, modify

and sell any operating software incorporated in the goods in conjunction with the use or sale of the goods. In addition, all works of authorship, including without limitation, software, computer programs and databases (including object code, micro code, source code and data structures), and all enhancements, modifications and updates thereof and all other written work products or materials, which are created in the course of performing this Contract, separately or as part of any goods and components, are "works made for hire" and the sole property of Buyer. To the extent that such works of authorship do not qualify under applicable law as works made for hire, Seller hereby assigns to Buyer all right, title and interest in any intellectual property rights in such works of authorship. If such assignment is not possible under any applicable law, Seller hereby grants an exclusive, royalty-free license to Buyer with respect to such works of authorship.

12.5 <u>Development, Engineering And Consulting Services</u>. Engineering, consulting or development services ("Development Services") funded under this Contract that result in any idea, invention, concept, discovery, work of authorship, patent, copyright, trademark, trade secret, know-how or other intellectual property ("IP") shall be the sole property of Buyer. Seller agrees to assign all right, title and interest in and to IP that results from Development Services ("Developed IP") to Buyer. Seller shall notify Buyer of the existence of Developed IP and assist Buyer in every reasonable way to perfect its right, title and interest in Developed IP, such as by executing and delivering all additional documents reasonably requested by Buyer in order to perfect, register, and/or enforce the same, and Buyer shall reimburse Seller for reasonable costs incurred by Seller in providing such assistance.

13. INDEMNIFICATION

- 13.1 <u>Infringement.</u> Seller will defend, hold harmless and indemnify Buyer and its customers, and their respective successors and assigns, against any claims of infringement (including patent, trademark, copyright, moral, industrial design or other proprietary rights, or misuse or misappropriation of trade secret) and resulting damages and expenses (including, without limitation, attorney and other professional fees and disbursements) relating to the goods or services covered by this Contract, including any claims in circumstances where Seller has provided only part of the goods or services. Seller waives any claim against Buyer that any such infringement arose out of compliance with Buyer's specifications.
- 13.2 <u>Activities on Buyer's Premises</u>. Seller will defend, hold harmless, and indemnify Buyer from and against any liability, claims, demands, damages, costs or expenses (including, without limitation, reasonable attorney and other professional fees and disbursements) arising from or in connection with the performance of any service or work by Seller or its employees, agents, representatives and subcontractors on Buyer's or Buyer's customer's premises or the use of the property of Buyer or any customer of Buyer, except to the extent such liability arises out of the negligence or willful misconduct of Buyer or Buyer's customer.
- 13.3 <u>Product Liability</u>. Seller will defend, hold harmless, and indemnify Buyer from and against any liability and expenses (including, without limitation, attorney and other professional fees and disbursements) arising from or in connection with any third party claims or demands to recover for personal injury or death, property damage or economic loss caused by any of the goods or services supplied by Seller (regardless of whether such claim or demand arises under tort, negligence, contract, warranty, strict liability or any other legal theories), except to the extent such injury, damage or loss results from Buyer's specifications as to design or materials or from alteration or improper repair, maintenance or installation by any party other than Seller.

14. COMPLIANCE WITH LAWS

Seller, and any goods or services supplied by Seller, will comply with all applicable laws, rules, regulations, orders, conventions, ordinances and standards of the country(ies) of origin and destination or that relate to the manufacture, labeling, transportation, importation, exportation, licensing, approval, performance and/or certification of the goods or services, including, but not limited to, those relating to environmental matters, wages, hours and conditions of employment, subcontractor selection, discrimination, occupational health/safety and motor vehicle safety. Neither Seller nor any of its subcontractors will utilize slave, prisoner

or any other form of forced or involuntary labor in the supply of goods or services under this Contract. Upon Buyer's request, Seller will certify in writing its compliance with the foregoing. Seller will defend, hold harmless and indemnify Buyer from and against any liability, claims, demands, damages or expenses (including reasonable attorney or other professional fees and disbursements) arising from or relating to Seller's noncompliance with this Article.

15. INSURANCE

Seller will maintain insurance coverage as required by applicable law or as reasonably requested by Buyer with carriers reasonably acceptable to Buyer. With respect to any such insurance coverage, Seller will furnish to Buyer either a certificate evidencing satisfaction of the above-mentioned insurance requirements under this Contract or certified copies of all insurance policies within ten (10) days after Buyer requests. The certificate must provide that Buyer will receive thirty (30) days prior written notice from the insurer of any termination or reduction in the amount or scope of coverage. The furnishing of certificates of insurance and purchase of insurance will not limit or release Seller from Seller's obligations or liabilities under this Contract.

16. SELLER'S EQUIPMENT

Seller, at its expense, will furnish, keep in good condition, and replace when necessary all of its machinery and equipment, including related tooling, Jigs, dies, gauges, fixtures, molds, patterns, fixtures and other accessories, required for the production of goods covered by this Contract (collectively, "Seller's Equipment"). Seller will insure Seller's Equipment with fire and extended coverage insurance for its full replacement value. Seller grants Buyer an irrevocable option to take possession of, and title to, all or part of Seller's Equipment that is specially designed or outfitted for the production of the goods covered by this Contract, in which event Buyer will, within 45 days following delivery of such Seller's Equipment to Buyer, pay to Seller of the lower of (i) the net book value of such Seller's Equipment (i.e., actual cost less amortization) or (ii) then current fair market value of such Seller's Equipment, in each case less any amounts that Buyer has previously paid to Seller on account of such Seller's Equipment. The foregoing option will not apply to the extent that Seller's Equipment is used to produce goods that are the standard stock of Seller and are then being sold by Seller to other customers. Buyer's right to exercise the foregoing option is not conditioned on Seller's breach or Buyer's termination of this Contract or upon payment of any other amounts due under this Contract.

17. BUYER'S PROPERTY AND INFORMATION

- 17.1 Acquisition of Tooling and Materials. To the extent that this Contract covers Buyer's purchase of or reimbursement to Seller for, any tooling, jigs, dies, gauges, fixtures, molds, patterns, equipment, supplies, materials and other items (collectively, "Tooling and Materials") to be used in connection with Seller's actual or anticipated supply of goods to Buyer, Seller will acquire such Tooling and Materials as agent of Buyer and Buyer shall pay to or reimburse Seller the lower of (i) the amount specified in this Contract for such Tooling and Materials or (ii) Seller's actual out-of-pocket cost to acquire the Tooling or Materials from an unrelated third party or, if the Tooling and Materials are constructed or fabricated by Seller or any affiliate of Seller, the actual direct costs for materials, labor and overhead associated with such construction and fabrication. Seller shall assign to Buyer any contract rights or claims in which Seller has an interest with respect to such Tooling and Materials. Seller shall establish a reasonable accounting system that readily enables the identification of Seller's costs as described above. Buyer or its agents shall have the right to audit and examine all books, records, facilities, work, material, inventories and other items relating to any such Tooling and Materials. Upon Seller's acquisition of such Tooling and Materials, title thereto shall vest immediately in Buyer and such Tooling and Materials shall be held as "Buyer's Property" by Seller in accordance with this Article 17.
 - 17.2 <u>Bailment of Buyer's Property</u>. All Tooling and Materials which Buyer furnishes, either directly or indirectly, to Seller or which Buyer buys from, or gives reimbursement to Seller in whole or in part (collectively, "Buyer's Property") will be and remain the property of Buyer and be held by Seller on a bailment basis. Title to all replacement parts, additions, improvements and accessories purchased by Seller will vest in Buyer

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immediately upon attachment to or incorporation into Buyer's Property. When permitted by law, Seller waives any lien or other rights that Seller might otherwise have on or in any of Buyer's Property for work performed on, or utilizing, such property or otherwise.

- 17.3 <u>Seller's Duties with Respect to Buver's Property.</u> While Buyer's Property is in Seller's possession and until Seller delivers Buyer's Property back to Buyer, Seller bears the risk of loss, theft and damage to Buyer's Property. Seller will be responsible for the cost of repairing or replacing Buyer's Property if it is stolen, damaged or destroyed regardless of cause or fault. Seller will at all times: (a) regularly inspect, maintain in good condition, and repair Buyer's Property at Seller's own expense, (b) use Buyer's Property only for the performance of this Contract, (c) deem Buyer's Property to be personal property, (d) conspicuously mark Buyer's Property as the property of Buyer and maintain such markings, (e) not commingle Buyer's Property with the property of Seller or with that of a third person, (f) not move Buyer's Property from Seller's applicable shipping location (as shown by the shipping address of Seller) without prior written approval from an authorized employee of Buyer, and (g) use Buyer's Property in compliance with Buyer's or the manufacturer's instructions and in compliance with all federal, state and local laws, ordinances and regulations. Buyer will have the right to enter Seller's premises at all reasonable times to inspect Buyer's Property and Seller's records with respect thereto. Seller will not sell, lend, rent, encumber, pledge, lease, transfer or otherwise dispose of Buyer's Property. Furthermore, Seller will not assert, or permit any person claiming an interest through Seller to assert any claims of ownership to or any other interest in Buyer's Property.
- 17.4 Return of Buyer's Property. Seller agrees that Buyer has the right, at any time and from time to time, with or without reason and without payment of any kind, to retake possession of or request the return of Buyer's Property. Without further notice or court hearings, which rights, if any, are hereby waived, Buyer or its designee(s) will have the right to enter Seller's premises and take possession of any and all of Buyer's Property. Upon Buyer's request and in accordance with Buyer's instructions, Buyer's Property will be immediately released to Buyer or delivered to Buyer by Seller, either (i) Ex Works (IncoTerms 2000) at Seller's plant properly packed and marked in accordance with the requirements of the carrier selected by Buyer to transport such Buyer's Property or (ii) to any location Buyer designates, in which event Buyer will pay Seller the reasonable costs of delivering Buyer's Property to the location Buyer designates. If Seller does not release and deliver any Buyer's Property in accordance with this Article, Buyer may obtain an immediate writ of possession without notice and without the posting of any bond and/or enter Seller's premises, with or without legal process, and take immediate possession of Buyer's Property.
- 17.5 <u>Disclaimer of Warranties</u>. Seller acknowledges and agrees that (i) Buyer is not the manufacturer of Buyer's Property nor the manufacturer's agent nor a dealer therein, (ii) Buyer is bailing Buyer's Property to Seller for Seller's benefit, (iii) Seller is satisfied that Buyer's Property is suitable and fit for its purposes, and (iv) BUYER HAS NOT MADE AND DOES NOT MAKE ANY WARRANTY OR REPRESENTATION WHATSOEVER, EITHER EXPRESS OR IMPLIED, AS TO THE FITNESS, CONDITION, MERCHANTABILITY, DESIGN OR OPERATION OF BUYER'S PROPERTY OR ITS FITNESS FOR ANY PARTICULAR PURPOSE. Buyer will not be liable to Seller for any loss, damage, injury or expense of any kind or nature caused, directly or indirectly, by Buyer's Property, including, without limitation, the use or maintenance thereof, or the repair, service or adjustment thereof, or by any interruption of service or for any loss of business whatsoever or howsoever caused, including, without limitation, any loss of anticipatory damages, profits or any other indirect, special or consequential damages and/or personal injury or death.
- 17.6 Use of Buyer's Information. Seller will (i) keep all Buyer's Information (as defined below) confidential and disclose it only to its employees who need to know such Buyer's Information in order for Seller to supply goods and services to Buyer under this Contract and (ii) use the Buyer's Information solely for the purpose of supplying goods and services to Buyer. Goods manufactured based on Buyer's Information may not be used for Seller's own use or sold by Seller to third parties without prior express written consent from an authorized employee of Buyer. "Buyer's Information" means all information provided to Seller by Buyer or its representatives or subcontractors in connection with the business, programs, goods and services covered by this Contract, including, without limitation, pricing and other terms of this Contract, specifications, data, formulas, compositions, designs, sketches, photographs, samples prototypes, test vehicles, manufacturing

packaging or shipping methods and processes and computer software and programs (including object code and source code). Buyer's Information also includes any materials or information that contain, or are based on, any Buyer's Information, whether prepared by Buyer, Seller or any other person.

18. SERVICE AND REPLACEMENT PARTS

During the term of this Contract, Seller will sell to Buyer goods necessary to fulfill Buyer's service and replacement parts requirements to Buyer's customers at the then current production price(s) under this Contract. If the goods are systems or modules, Seller will sell the components or parts that comprise the system or module at price(s) that will not, in the aggregate, exceed the price of the system or module less assembly costs. If this Contract is in effect at the end of the vehicle production program into which the goods covered by the Contract are incorporated, Seller will also sell goods to Buyer to fulfill Buyer's and its customers' service and replacement parts requirements during the fifteen (15) year period following the end of such vehicle production program (the "Post-Production Period"), and this Contract will automatically remain in effect during the entire Post-Production Period. During the initial five (5) years of the Post-Production Period, the price(s) for such goods will be the production price(s) which were in effect at the commencement of the Post-Production Period. For the remainder of the Post-Production Period, the price(s) for such service goods will be as reasonably agreed to by the parties. If requested by Buyer, Seller will also make service literature and other materials available at no additional charge to support Buyer's service activities.

19. REMEDIES AND INJUNCTIVE RELIEF

The rights and remedies reserved to Buyer in this Contract are cumulative with, and in addition to, all other or further remedies provided in law or equity. To the extent that this Contract is for the supply of goods for use as, or fabrication into, parts, components or systems, Seller acknowledges and agrees that money damages would not be a sufficient remedy for any actual, anticipatory or threatened breach of this Contract by Seller with respect to its delivery of goods to Buyer and that, in addition to all other rights and remedies which Buyer may have, Buyer shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach.

20. CUSTOMS AND EXPORT CONTROLS

- 20.1 <u>Credits and Refunds</u>. Transferable credits or benefits associated with or arising from goods purchased under this Contract, including trade credits, export credits or rights to the refund of duties, taxes or fees, belong to Buyer. Seller will, at its expense, provide all information necessary (including written documentation and electronic transaction records in Buyer-approved formats) to permit Buyer to receive these benefits, credits, or rights. Seller will furthermore, at its expense, provide Buyer with all information, documentation, and electronic transaction records relating to the goods necessary for Buyer to fulfill any customs -related obligations, origin marking or labeling requirements and certification or local content reporting requirements, to enable Buyer to claim preferential duty treatment for goods eligible under applicable trade preference regimes, and to make all arrangements that are necessary for the goods to be covered by any duty deferral or free trade zone program(s) of the country of import. Seller will, at its expense, provide Buyer or Buyer's nominated service provider with export documentation to enable the goods to be exported, and obtain all export licenses or authorizations necessary for the export of the goods unless otherwise indicated in this Contract, in which event Seller will provide all information as may be necessary to enable Buyer to obtain such licensees or authorization(s).
- 20.2 <u>Customs-Trade Partnership Against Terrorism</u>. To the extent any good covered by this Contract are to be imported into the United States of America, Seller shall comply with all applicable recommendations or requirements of the Bureau of Customs and Border Protection's Customs-Trade Partnership Against Terrorism ("C-TPAT") initiative. Upon request, Seller shall certify in writing its compliance with the C-TPAT initiative.

21. BUYER'S RECOVERY RIGHT

With respect to any monetary obligations of Seller or Seller's affiliates to Buyer or Buyer's affiliates, including, without limitation, direct and indirect losses, costs and damages resulting from Seller's failure to timely delivery goods or services, the failure of any goods or service to conform to applicable warranties or other breach by Seller of this Contract, Buyer may at any time, as applicable, recover, recoup or setoff such amounts by deducting such amounts from any sums that are, or will become, owing, due or payable to Seller or Seller's affiliates by Buyer or Buyer's affiliates.

22. NO ADVERTISING

Seller will not, in any manner, advertise or publish that Seller has contracted to furnish Buyer the goods or services covered by this Contract or use any trademarks or trade names of Buyer in Seller's goods, advertising or promotional materials unless Buyer consents in writing.

23. NO IMPLIED WAIVER

The failure of either party at any time to require performance by the other party of any provision of this Contract will not affect the right to require such performance at any later time, nor will the waiver by either party of a breach of any provision of this Contract constitute a waiver of any succeeding breach of the same or any other provision. No failure or delay in exercising any right or remedy will operate as a waiver thereof nor will any single or partial exercise thereof preclude other or further exercise thereof. No course of dealing or course of performance may be used to evidence a waiver or limitation of Seller's obligations under this Contract.

24. ASSIGNMENT AND CHANGE IN CONTROL

Buyer may assign its rights and obligations under this Contract without Seller's prior written consent. Seller may not assign or delegate its rights or obligations under this Contract without prior written consent from an authorized employee of Buyer. In addition, Buyer may terminate this Contract upon giving at least 60 days notice to Seller, without any liability to Seller or obligation to purchase raw materials, work-in-process or finished goods under Section 11, if Seller (i) sells, or offers to sell, a material portion of its assets or (ii) sells or exchanges, or offers to sell or exchange, or causes to be sold or exchanged, a sufficient amount of its stock or other equity interests that effects a change in the control of Seller or (iii) executes, or otherwise becomes subject to, a voting or other agreement or trust that effects a change in the control of Seller.

25. RELATIONSHIP OF PARTIES

Seller and Buyer are independent contracting parties. Nothing in this Contract makes either party the agent or legal representative of the other for any purpose whatsoever, nor grants either party any authority to assume or create any obligation on behalf of or in the name of the other party.

26. GOVERNING LAW AND JURISDICTION

26.1 <u>U.S. Contracts</u>. If either (i) this Contract is issued by Buyer from a location within the United States of America or its territories (as shown by the issuing address of Buyer), (ii) this Contract is issued, in whole or part, for goods to be shipped to a Buyer location within the United States of America or its territories (as shown by the ship to or receiving address of Buyer) or (iii) Seller's applicable shipping location is within the United States of America or its territories (as shown by the shipping address of Seller), then: (a) this Contract is to be construed according to the laws of the United States of America and the State of Michigan, excluding the provisions of the United Nations Convention on Contracts for the International Sale of Goods and any choice of law provisions that require application of any other law, and (b) Buyer hereby agrees that the forum and venue for any legal or equitable action or proceeding arising out of, or in connection with, this Contract will lie

in the appropriate federal or state courts in the State of Michigan and specifically waives any and all objections to such jurisdiction and venue.

26.2 Non-U.S. Contracts. In all cases not covered by Section 26.1 above, (a) this Contract is to be construed according to the laws of the country (and state or province, if applicable) where Buyer's receiving location is located (as shown by the ship to or receiving address of Buyer), excluding the provisions of the United Nations Convention on Contracts for the International Sale of Goods and any choice of law provisions that require application of any other law; (b) any legal or equitable action or proceedings by Buyer against Seller arising out of, or in connection with, this Contract may be brought by Buyer in any court(s) having jurisdiction over Seller or, at Buyer's option, in any court(s) having jurisdiction over Buyer's receiving location, in which event Seller consents to such jurisdiction and venue, including service of process in accordance with applicable procedures; and (c) any legal or equitable actions or proceedings by Seller against Buyer arising out of, or in connection with, this Contract may be brought by Seller only in the court(s) having jurisdiction over the Buyer's receiving location.

27. SEVERABILITY

If any provision of this Contract is invalid or unenforceable under any statute, regulation, ordinance, executive order or other rule of law, such provision will be deemed reformed or deleted, as the case may be, but only to the extent necessary to comply with such statute, regulation, ordinance, order or rule, and the remaining provisions of this Contract will remain in full force and effect.

28. RIGHT TO AUDIT AND INSPECT

Buyer, at its expense, has the right to audit and review all relevant books, records, income statements, balance sheets, cash flow statements, payroll data, receipts and other related supporting data, including Seller's administrative and accounting policies, guidelines, practices and procedures, in order to (i) substantiate any charges and other matters under this Contract and (ii) assess Seller's ongoing ability to perform its obligations under the Production Purchase Order. Seller will maintain and preserve all such documents for a period of four (4) years following final payment under this Contract. Seller will provide Buyer with reasonable access to its facilities and otherwise cooperate and facilitate any such audits by Buyer.

29. ENTIRE AGREEMENT

This Contract, together with the attachments, exhibits, supplements or other terms of Buyer specifically referenced in this Contract, constitutes the entire agreement between Seller and Buyer with respect to the matters contained in this Contract and supersedes all prior oral or written representations and agreements. This Contract may only be modified by a written contract amendment issued by Buyer. Notwithstanding anything to the contrary contained herein, Buyer explicitly reserves, and this Contract will not constitute a waiver or release of, any rights and claims against Seller arising out of, or relating to, any fraud or duress in connection with the formation of this Contract or any breach or anticipatory breach of any previously existing contract between Buyer and Seller (whether or not such previously existing contract related to the same or similar goods or subject matter as this Contract). All payments by Buyer to Seller under this Contract are without prejudice to Buyer's claims, rights, or remedies.

30. TRANSLATIONS

Buyer may provide various translated versions of these General Terms and Conditions for informational purposes only. However, the original English language version of these General Terms and Conditions will apply in the event of any disagreement over the meaning or construction of any provisions of these General Terms and Conditions.

Exhibit C

Invoice	Date	Amount				
1151298 1151299	09/20/05 09/20/05	263.61 52.72				
1151550	10/07/05	12,371.00				
1150142	08/08/05	995.46				
142731	09/03/04	858.01				
		14,540.80				

EXHIBIT G

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-209-4800	212-2094801	bsimon@cwsny.com	muchilure musice
	Blace Simon	330 W. 42III Street		New Tolk	N	10030	212-030-0251	212-093-0430	bsimon@ewsny.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
mosic EEI	Donald Bernstein	TOTT WIN AVEILUE		THEW TOTAL	141	10170-0001	212-450-4092	212-450-3092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	brian.resnick@dpw.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft			Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
	,	5505 Corporate Drive		,						
Electronic Data Systems Corp.	Michael Nefkens	MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member Counsel to Flextronics
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	International
Flextronics International USA,									paul.anderson@flextronics.co	Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		<u>m</u>	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
									randall.eisenberg@fticonsultin	
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	g.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue 1701 Pennsylvania		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Siconi zan Gioap	2011071110001	7.1.0.1.00, 1111		rruorg.co		20000	202 00: 0020	202 000 .000	massona green as a	esames to Employee Benefite
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th FI	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	МІ	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
Honigman Miller Schwartz and	r rank E. Gorman, Esq.	2290 First National	660 Woodward	Detroit	IVII	40220-0000	010-400-7000	313-403-0000	igornian@nonigman.com	Counsel to General Motors
Cohn LLP	Robert B. Weiss, Esq.	Building	Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Corporation
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
Internal Revenue Service	Attn: Insolvency Department	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
Internal Nevende Cervice	Waria Valerio	200 Brodaway	Ott 1 1001	THOW TOTAL	111	10007	212 100 1000	212 100 1001	manarvaicho@ns.gov	
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164		Creditor Committee Member
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	richard.duker@jpmorgan.com	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th FI		New York	NY	10172	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com susan.atkins@jpmorgan.com	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP		1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STAT	E ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Kramer Levin Naftalis & Frankel		1177 Avenue of the								Counsel Data Systems Corporation; EDS Information
LLP	Thomas Moers Mayer	Americas		New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
										Counsel to Official Committee of
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com_	Unsecured Creditors
Law Debenture Trust of New										
York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
TOIK	Tatrick of Fically	400 Madison Ave	i duitii i looi	NOW TOTA	141	10017	212-130-0414	212-730-1301	patrick.ricaly@iawdcb.com	Counsel to Recticel North
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	America. Inc.
	, , , , ,			3						Counsel to Recticel North
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	America, Inc.
										Counsel to Recticel North
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	mkhambati@mwe.com	America, Inc.
McDermott Will & Emery LLP	Botor A. Clark	227 Most Monroe Street	Suito E400	Chicago	п	60606	312-372-2000	312-984-7700	nolark@mwa.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	00000	312-372-2000	312-984-7700	pclark@mwe.com	Counsel to Movant Retirees and
										Proposed Counsel to The Official
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiquelaw.com	Committee of Retirees
3				J						Counsel to Movant Retirees and
										Proposed Counsel to The Official
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctigue@mctiguelaw.com	Committee of Retirees
									Iszlezinger@mesirowfinancial.c	
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	<u>om</u>	UCC Professional
	Gregory A Bray Esg								gbray@milbank.com	Counsel to Cerberus Capital
Milbank Tweed Hadley &	Thomas R Kreller Esq								tkreller@milbank.com	Management LP and Dolce
McCloy LLP	James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	itill@milbank.com	Investments LLC
,				, ,					imoldovan@morrisoncohen.co	Counsel to Blue Cross and Blue
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	m	Shield of Michigan
	Mark Schonfeld, Regional									Securities and Exchange
Northeast Regional Office	Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Commission
									william dambas@ass state no	
	Attorney General Eliot	100 5				10071	040 440 0000	0.10 1.10 00==	william.dornbos@oag.state.ny.	New York Attorney General's
Office of New York State	Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	<u>us</u>	Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com	Special Labor Counsel
	Janger	1023 Lye Street, NVV		vvasnington	DC	20000	202-303-3300	202-303-3414	garrick.sandra@pbgc.gov	'
Pension Benefit Guaranty	Jeffrey Cohen	1200 K Street NIW	Suite 340	Machinaton	DC	20005	202-326-4020	202-326-4112	efile@pbqc.gov	Counsel to Pension Benefit Guaranty Corporation
Corporation Pension Benefit Guaranty	Jenrey Conen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-320-4020	202-320-4112	ellie@pbgc.gov	Chief Counsel to the Pension
Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Benefit Guaranty Corporation
	Tanpir at annay			i i i i i i i i i i i i i i i i i i i						- control control control
										Counsel to Freescale
										Semiconductor, Inc., f/k/a Motorola
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Semiconductor Systems
		1251 Avenue of the							david.resnick@us.rothschild.co	
Rothchild Inc.	David L. Resnick	Americas		New York	NY	10020	212-403-3500	212-403-5454	<u>m</u>	Financial Advisor
										O
										Counsel to Murata Electronics North America, Inc.; Fujikura
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405	212-218-5500	212-218-5526	rdremluk@seyfarth.com	America, Inc., Fujikura
OGJIGITI OHOW ELI	RODGIC W. DIGITIUN	ozo zigitat Ave	1	THOW TOTAL		10010-1403	Z 12-Z 10-3300	212-210-0020	dbartner@shearman.com	, anonou, mo.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	500 Levington Avenue		New York	NY	10022	212-8484000	212-848-7179	ifrizzley@shearman.com	Local Counsel to the Debtors
Shearman & Sterning LLP	Douglas Daruler, Jili Frizziey	Jaa Lexington Avenue	1	INCW IOIK	INI	10022	£12-0404UUU	£12-0 4 0-/1/9		
L									kziman@stblaw.com	Counsel to Debtor's Prepetition
Simpson Thatcher & Bartlett	Kenneth S. Ziman, Robert H.					10017	040 455 0000	040 455 0555	rtrust@stblaw.com	Administrative Agent, JPMorgan
LLP	Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	wrussell@stblaw.com	Chase Bank, N.A.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STAT	E ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
									jbutler@skadden.com	
Skadden, Arps, Slate, Meagher	John Wm. Butler, John K.								jlyonsch@skadden.com	
& Flom LLP	Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher	Kayalyn A. Marafioti,			, i					kmarafio@skadden.com	
& Flom LLP	Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	tmatz@skadden.com	Counsel to the Debtor
										Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Daniel D. Doyle	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	ddoyle@spencerfane.com	Committee of Retirees
1										Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Nicholas Franke	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Committee of Retirees
	Chester B. Salomon,								cp@stevenslee.com	
Stevens & Lee, P.C.	Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	cs@stevenslee.com	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
	MaryAnn Brereton, Assistant									
Tyco Electronics Corporation	General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member
								212-668-2255		
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004 2112	212-510-0500	does not take service via fax		Counsel to United States Trustee
United States Trustee	Alicia M. Leonnard	33 Whitehall Street	21St F100f	New York	INY	10004-2112	212-510-0500	service via iax		Proposed Conflicts Counsel to the
			301 Commerce							Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Creditors
Trainer eterene, E.E :	inionae. D. Traine.	The only content tower in	0001	. ore recent	.,,		011 010 0200	011 010 0200		Counsel to General Motors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
·										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North						scimalore@wilmingtontrust.co	Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<u>m</u>	Member/Indenture Trustee

EXHIBIT H

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Delphi Corporation
Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	Indentary Tractor
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis Dalle 9 Westwell	Donald Bernstein	450 Lauinatan Augus		Na Vaale	NY	10017	212-450-4092	212-450-3092	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	bnan.resnick@dpw.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive 5505 Corporate Drive		Troy	МІ	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	СО	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
Flextronics International USA,									paul.anderson@flextronics.co	Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		<u>m</u>	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com randall.eisenberg@fticonsultin	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	g.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th FI	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	richard.duker@jpmorgan.com	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th FI		New York	NY	10172	212-270-0426	212-270-0430	susan.atkins@jpmorgan.com	Postpetition Administrative Agent
Kramer Levin Naftalis & Franke LLP Kramer Levin Naftalis & Franke	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC Counsel Data Systems Corporation; EDS Information
LLP	Thomas Moers Mayer	Americas		New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors

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Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	Counsel to Recticel North America, Inc.
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W	. Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiguelaw.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctigue@mctiguelaw.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	<u>Iszlezinger@mesirowfinancial.</u> com	UCC Professional
Milbank Tweed Hadley & McCloy LLP	Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq	601 South Figueroa Street	: 30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	gbray@milbank.com tkreller@milbank.com jtill@milbank.com	Counsel to Cerberus Capital Management LP and Dolce Investments LLC
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	jmoldovan@morrisoncohen.co m	Counsel to Blue Cross and Blue Shield of Michigan
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Securities and Exchange Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	william.dornbos@oag.state.ny.	New York Attorney General's Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Myers LLP Pension Benefit Guaranty	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com	Special Labor Counsel Counsel to Pension Benefit
Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbgc.gov	Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Chief Counsel to the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	david.resnick@us.rothschild.c om	Financial Advisor
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405	212-218-5500	212-218-5526	rdremluk@seyfarth.com	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzle	y 599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	dbartner@shearman.com jfrizzley@shearman.com	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert F Trust, William T. Russell, Jr			New York	NY	10017	212-455-2000	212-455-2502	kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Skadden, Arps, Slate, Meaghe		000 M M	0.11.0400	Olivina		20005	040 407 0707	040 407 044	jbutler@skadden.com jlyonsch@skadden.com	0
& Flom LLP	Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com kmarafio@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meaghe & Flom LLP	Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	tmatz@skadden.com	Counsel to the Debtor

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STAT	E ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
COM AIT	CONTACT	ADDICEOUT	ADDICEOUZ	OIII	OIA	L ZII	THORE	IAA	LWAIL	Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Daniel D. Doyle	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	ddoyle@spencerfane.com	Committee of Retirees
										Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Nicholas Franke	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Committee of Retirees
	Chester B. Salomon,								cp@stevenslee.com	
Stevens & Lee, P.C.	Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	cs@stevenslee.com	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
										Proposed Conflicts Counsel to the
			301 Commerce							Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Corporation
						10150	0.40 0.40 0000			Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North						scimalore@wilmingtontrust.co	Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<u>m</u>	Member/Indenture Trustee

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				A 1997 C		-					
COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE 34 956 226	FAX	EMAIL	PARTY / FUNCTION
Adalberto Cañadas Castillo		Avda Ramon de Carranza	10-1°	Cadiz		11006	Spain	311		adalberto@canadas.com	Representative to DASE
radiberto carradas castino		7 (Vad Tallion de Garranza	10 1	Oddiz		11000	Орант	011		dadiserto(asariadas.com	Tropresentative to Brice
											Attorneys for Fry's Metals Inc. and
Adler Pollock & Sheehan PC	Joseph Avanzato	One Citizens Plz 8th Fl		Providence	RI	02903		401-274-7200	401-751-0604	javanzato@apslaw.com	Specialty Coatings Systems Eft
Akin Gump Strauss Hauer & Feld		1333 New Hampshire Ave									Counsel to TAI Unsecured
LLP	David M Dunn	NW		Washington	DC	20036		202-887-4000	202-887-4288	ddunn@akingump.com	Creditors Liquidating Trust
Akin Gump Strauss Hauer & Feld		500 14 11 4			A 13 /	10000 0501		040 070 4000	040 070 4000		Counsel to TAI Unsecured
LLP Akin Gump Strauss Hauer & Feld	Ira S Dizengoff	590 Madison Ave		New York	NY	10022-2524		212-872-1000	212-872-1002	idizengoff@akingump.com	Creditors Liquidating Trust
IIIP	Peter J. Gurfein	2029 Centure Park East	Suite 2400	Los Angeles	CA	90067		310-552-6696	310-229-1001	pgurfein@akingump.com	Counsel to Wamco, Inc.
Allen Matkins Leck Gamble &	i ctci o. Guirciii	2023 Gentare Fark East	Outic 2400	Los Angeles	OA .	30007		310-332-0030	510-225-1001	pgaricin@akingamp.com	Counsel to Warner, Inc.
Mallory LLP	Michael S. Greger	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	949-553-8354	mgreger@allenmatkins.com	Counsel to Kilroy Realty, L.P.
,											Counsel to Cadence Innovation,
Alston & Bird, LLP	Craig E. Freeman	90 Park Avenue		New York	NY	10016		212-210-9400	212-922-3891	craig.freeman@alston.com	LLC
											Counsel to Cadence Innovation,
											LLC, PD George Co, Furukawa
	Dannia I Canadha Dania									d	Electric Companay, Ltd., and
Alston & Bird, LLP	Dennis J. Connolly; David A. Wender	1201 West Peachtree Street		Atlanta	GA	30309		404 991 7260	404-253-8554	dconnolly@alston.com dwender@alston.com	Furukawa Electric North America APD. Inc.
AISTOIT & BIIU, LLF	A. Wender	1201 West Feachtiee Street		Allania	GA	30309		404-001-7209	404-255-6554	dwerider@aistorr.com	Representative for Ambrake
Ambrake Corporation	Brandon J. Kessinger	300 Ring Road		Elizabethtown	KY	42701		270-234-5428	270-737-3044	bkessinger@akebono-usa.com	Corporation
American Axle & Manufacturing,	J	One Dauch Drive, Mail Code				-					Representative for American Axle
Inc.	Steven R. Keyes	6E-2-42		Detroit	MI	48243		313-758-4868		steven.keyes@aam.com	& Manufacturing, Inc.
											Counsel to ITW Mortgage
Andrews Kurth LLP	Gogi Malik	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	gogimalik@andrewskurth.com	-
l				- "							Counsel to ITW Mortgage
Andrews Kurth LLP	Monica S. Blacker	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	mblacker@andrewskurth.com	Investments IV, Inc.
Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP	Mark T. Flewelling	199 South Los Robles Avenue	Suito 600	Pasadena	CA	91101-2459		626 525 1000	626 577 7764	mtf@afrct.com	Counsel to Stanley Electric Sales of America, Inc.
Campbell & Trytteri, LLF	Mark 1. Flewelling	199 South Los Robies Avenue	Suite 600	rasauena	CA	91101-2439		020-555-1900	020-377-7704	min@airct.com	Attorneys for Whitebox Hedged
Anthony Ostlund & Baer PA	John B Orenstein	3600 Wells Fargo Ctr	90 S 7th St	Minneapolis	MN	55402		612-349-6969	612-349-6996	jorenstein@aoblaw.com	High Yield Partners, LP
,				·							Counsel to Pullman Bank and
Arent Fox PLLC	Mitchell D. Cohen	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	Cohen.Mitchell@arentfox.com	Trust Company
											Counsel to Pullman Bank and
Arent Fox PLLC	Robert M. Hirsh	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	Hirsh.Robert@arentfox.com	Trust Company
											Counsel to Daishinku (America)
											Corp. d/b/a KDS America ("Daishinku"), SBC
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	404-873-8121	dladdin@agg.com	Telecommunications, Inc. (SBC)
7 triair Coldert Cregory EE	Dairyi C. Ladairi	TIT THE CHECKTON	Cuite 2100	rtiarita	O/ t	00000 1001		101 010 0120	101 070 0121	diddin(e,dqq.com	Counsel to CSX Transportation,
Arnold & Porter LLP	Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	202-942-5999	joel_gross@aporter.com	Inc.
ATS Automation Tooling System	S									cgalloway@atsautomation.co	
Inc.	Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	519-650-6520	<u>m</u>	Company
B + 1 + 0 B; + + + 1 + B	F: F D	DO D 000		D: : I		05004		005 054 0400	005 000 0700		Attorney for Alabama Power
Balch & Bingham LLP	Eric T. Ray	PO Box 306		Birmingham	AL	35201		205-251-8100	205-226-8799	eray@balch.com	Company Counsel to Motion Industries, Inc
Barack, Ferrazzano, Kirschbaum											EIS, Inc. and Johnson Industries, Inc.,
& Nagelberg LLP	Kimberly J. Robinson	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	312-984-3150	kim.robinson@bfkn.com	Inc.
S. Tagoiborg ELI				Jillougo		30000		512 554-5100	512 554-5150	OBIIOOIIQDINII.COIII	Counsel to Motion Industries, Inc.,
Barack, Ferrazzano, Kirschbaum	1										EIS, Inc. and Johnson Industries,
& Nagelberg LLP	William J. Barrett	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	312-984-3150	william.barrett@bfkn.com	Inc.
											Counsel to Mays Chemical
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	alan.mills@btlaw.com	Company
Damas 0 Thank 11 D	Inha T. One	200 04 4.	0	045 ::		40500		040 740 0000	000 740 0000	isha assa Ohti	Counsel to Priority Health; Clarion
Barnes & Thornburg LLP	John T. Gregg	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		010-742-3930	026-742-3999	john.gregg@btlaw.com	Corporation of America

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANT	CONTACT	ADDRESSI	ADDRESS2	CITT	SIAIL	ZIF	COUNTRI	FIIONL	I AX	LWAIL	Counsel to Clarion Corporation of
Barnes & Thornburg LLP	Mark R. Owens	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	mark.owens@btlaw.com	America
Ţ.											Counsel to Gibbs Die Casting
											Corporation; Clarion Corporation of
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	michael.mccrory@btlaw.com	America
											Counsel to Armada Rubber
											Manufacturing Company, Bank of
											America Leasing & Leasing &
Barnes & Thornburg LLP	Patrick E. Mears	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		646 740 2026	646 740 2000	pmears@btlaw.com	Capital, LLC, & AutoCam Corporation
Barries & Thornburg LLF	Fallick E. IVIERIS	300 Ottawa Avenue, NVV	Suite 500	Granu Rapius	IVII	49505		010-742-3930	010-742-3999	pmears@bliaw.com	Counsel to Gibbs Die Casting
Barnes & Thornburg LLP	Wendy D. Brewer	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	wendy.brewer@btlaw.com	Corporation
Danies a monibaly LL.	Trong B. Broner	Tr e. menalan euset		maianapone		.020 .		0.1. 200 1010	011 201 1 100	worldy:Drowor(@;Driaw.com	Counsel to Iron Mountain
Bartlett Hackett Feinberg P.C.	Frank F. McGinn	155 Federal Street	9th Floor	Boston	MA	02110		617-422-0200	617-422-0383	ffm@bostonbusinesslaw.com	Information Management, Inc.
											Counsel to Madison County
Beeman Law Office	Thomas M Beeman	33 West 10th Street	Suite 200	Anderson	IN	46016		765-640-1330	765-640-1332	tom@beemanlawoffice.com	(Indiana) Treasurer
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
Bernstein Litowitz Berger &	Hannah F. Craanwald	1205 Avenue of the American		Now Vorle	NY	10019		040 554 4444	0105541444	hannah@hlhalaur.com	Kapitalanlage-Gesellschaft m.b.H
Grossman	Hannah E. Greenwald	1285 Avenue of the Americas	i	New York	IN Y	10019		212-554-1411	2125541444	hannah@blbglaw.com	and Stichting Pensioenfords ABP
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
Bernstein Litowitz Berger &											Kapitalanlage-Gesellschaft m.b.H
Grossman	John P. Coffey	1285 Avenue of the Americas	:	New York	NY	10019		212-554-1409	2125541444	sean@blbglaw.com	and Stichting Pensioenfords ABP
											Counsel to SANLUIS Rassini
Bernstein Litowitz Berger &											International, Inc.; Rassini, S.A. de
Grossman	Wallace A. Showman	1285 Avenue of the Americas		New York	NY	10019		212-554-1429	212-554-1444	wallace@blbglaw.com	C.V.
B. 1 B. 101 I	v " T F	0000 51 0	0 11 000	D 1 A11	0.4	0.4000		050 057 0500	050 404 0700		Counsel to UPS Supply Chain
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	klaw@bbslaw.com	Solutions, Inc Counsel to UPS Supply Chain
											Solutions, Inc.; Solectron
											Corporation; Solectron De Mexico
											SA de CV: Solectron Invotronics:
	Lawrence M. Schwab,										Coherent, Inc.; Veritas Software
Bialson, Bergen & Schwab	Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	lschwab@bbslaw.com	Corporation
											Solectron Corporation; Solectron
											de Mexico SA de CV; Solectron
Bialson, Bergen & Schwab	Patrick M. Costello, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	pcostello@bbslaw.com	Invotronics and Coherent, Inc.
L.,				L							Counsel to Veritas Software
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738		Corporation
	John E Toulon									itaylor@binghammchale.com	Counsel to Universal Tool &
Bingham McHale LLP	John E Taylor Whitney L Mosby	10 West Market Street	Suite 2700	Indianapolis	IN	46204		317-635-8900	217 226 0007	wmosby@binghammchale.co	Engineering co., Inc. and M.G. Corporation
Diligitatii Michale LLP	vviiidley L Wosby	TO West Market Street	405 Lexington	mulanapolis	IIN	40204		317-030-0900	317-230-9907	111	Corporation Counsel to DENSO International
Blank Rome LLP	Marc E. Richards	The Chrylser Building	Avenue	New York	NY	10174		212-885-5000	212-885-5002	mrichards@blankrome.com	America, Inc.
	aro Er i donardo	Simplest Dunding		7.0.1. OIK				000 0000	000 0002		
											Counsel to Freudenberg-NOK;
											General Partnership; Freudenberg-
											NOK, Inc.; Flextech, Inc.;
											Vibracoustic de Mexico, S.A. de
									1		C.V.; Lear Corporation; American
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor		MI	48243				rmcdowell@bodmanllp.com	Axle & Manufacturing, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
SOMI ANT	CONTACT	ADDICEOUT	ADDITECTO	OIII	UIAIL	211	COUNTRI	THORE	I AA	LWAIL	Counsel to Marguardt GmbH and
											Marquardt Switches, Inc.; Tessy
Bond, Schoeneck & King, PLLC	Camille W. Hill	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	chill@bsk.com	Plastics Corp.
Bond, Schoeneck & King, PLLC	Charles J. Sullivan	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	csullivan@bsk.com	Counsel to Diemolding Corporation
											Counsel to Marquardt GmbH and
											Marquardt Switches, Inc.; Tessy Plastics Corp; Diemolding
Bond, Schoeneck & King, PLLC	Stephen A. Donato	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	sdonato@bsk.com	Corporation
Bond, Schoeneck & King, F LEC	Stephen A. Donato	One Eniconi Center	1011111001	Syracuse	INI	13202		313-210-0000	313-210-0100	Sdoriato@bsk.com	Corporation
											Counsel to Decatur Plastics
											Products, Inc. and Eikenberry &
											Associates, Inc.; Lorentson
											Manufacturing, Company, Inc.;
	Michael A Trentadue		135 N Pennsylvania							mtrentadue@boselaw.com	Lorentson Tooling, Inc.; L & S
Bose McKinney & Evans LLP	Carina M de la Torre	2700 First Indiana Plz	St	Indianapolis	IN	46204		317-684-5000	317-684-5173	cdelatorre@boselaw.com	Tools, Inc.; Hewitt Tool & Die, Inc.
											Counsel to Calsonic Kansei North
Boult, Cummings, Conners &		1600 Division Street, Suite	DO D 04005		T	07000		045 050 0007	045 050 0007		America, Inc.; Calsonic Harrison
Berry, PLC	Austin L. McMullen	700	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	amcmullen@bccb.com	Co., Ltd.
Boult, Cummings, Conners &		1600 Division Street, Suite									Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison
Berry, PLC	Roger G. Jones	700 Division Street, Suite	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	rjones@bccb.com	Co., Ltd.
Berry, 1 EO	rtoger G. Jones	Administration Department via		IVASITVIIIC	111	37203		00039-035-605			OU., Eta.
Brembo S.p.A.	Massimilliano Cini	Brembo 25	24035 Curno BG	Bergamo			Italy	529	671	massimiliano cini@brembo.it	Creditor
				_ crgame			,				
Brown & Connery, LLP	Donald K. Ludman	6 North Broad Street		Woodbury	NJ	08096		856-812-8900	856-853-9933	dludman@brownconnery.com	Counsel to SAP America, Inc.
Buchalter Nemer, A Profesional											Counsel to Oracle USA, Inc.;
Corporation	Shawn M. Christianson	333 Market Street	25th Floor	San Francisco	CA	94105-2126		415-227-0900	415-227-0770	schristianson@buchalter.com	Oracle Credit Corporation
									(205) 244-		Counsel to Mercedes-Benz U.S.
Burr & Forman LLP	Michael Leo Hall	420 North Twentieth Street	Suite 3100	Birmingham	AL	35203		(205) 458-5367	5651	mhall@burr.com	International, Inc
Cadwalader Wickersham & Taft											Attorneys for the Audit Committee
LLP	Jeannine D'Amico	1201 F St NW Ste 1100		Washington	DC	20004		202-862-2452	202-862-2400	jeannine.damico@cwt.com	of Dephi Corporation
CCI	ocaminic D Amico	12011 301111 300		vvasnington	БО	20004		202-002-2432	202-002-2400	ionathan.greenberg@BASF.C	or Bepril Corporation
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005		212-701-3000	732-205-6777		Counsel to Engelhard Corporation
											ς
Cahill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005		212-701-3000	212-269-5420	rusadi@cahill.com	Counsel to Engelhard Corporation
		1400 McDonald Investment									Counsel to Brush Engineered
Calfee, Halter & Griswold LLC	Jean R. Robertson, Esq.	Ctr	800 Superior Ave	Cleveland	OH	44114		216-622-8404	216-241-0816	jrobertson@calfee.com	materials
0 5 1 51 0	D 1 (A) M : 1	000 5 114 1 5 1	T1 : 1 E1	D:		10000 0017		040 044 4040	0.40 0.44 4000		Counsel to Cascade Die Casting
Carson Fischer, P.L.C.	Robert A. Weisberg	300 East Maple Road	Third Floor	Birmingham	MI	48009-6317		248-644-4840	248-644-1832	rweisberg@carsonfischer.com	Group, Inc.
Carter Ladvard & Milhurn LLD	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212 722 2200	212-732-3232	cahn@clm.com	Counsel to STMicroelectronics, Inc.
Carter Ledyard & Milburn LLP	Aaron R. Cann	2 Wall Street		New fork	INT	10005		212-732-3200	212-132-3232	<u>cann@cim.com</u>	Counsel to EagleRock Capital
Chadbourne & Parke LLP	Douglas Deutsch, Esq.	30 Rockefeller Plaza		New York	NY	10112		212-408-5100	212-541-5369	ddeutsch@chadbourne.com	Management, LLC
Onadounie a Fanc EE	Douglas Dealson, Loq.	oo rediciei i idza		TOTAL		10112		212 400 0100	212 041 0000	dacateori@oridabodine.com	Counsel to 1st Choice Heating &
											Cooling, Inc.; BorgWarner Turbo
											Systems Inc.; Metaldyne
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	japplebaum@clarkhill.com	Company, LLC
											Counsel to BorgWarner Turbo
											Systems Inc.; Metaldyne
Clark Hill PLC	Shannon Deeby	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	sdeeby@clarkhill.com	Company, LLC
Cl-d-Hill DLL C	Dahart D. Garden	500 M/ downed Access	0	Data-it		40000 0405		040 005 0570	242 005 0050		Counsel to ATS Automation
Clark Hill PLLC	Robert D. Gordon	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435	1	313-965-8572	313-965-8252	rgordon@clarkhill.com	Tooling Systems Inc.
Cleary Gottlieb Steen & Hamilton											Counsel to Arneses Electricos Automotrices, S.A.de C.V.;
LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-3000	maofiling@cgsh.com	Cordaflex, S.A. de C.V.
LLI	Dobbian W. Dacii	One Liberty Flaza		I TOW TOIR	1.4.1	10000	1	L 12-220-2000	L 12-220-0000	maoming(a)cq3m.com	Cordanox, O.A. de O.V.

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Delphi Corporation
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman
Cleary, Gottlieb, Steen &	James I. Dramlay	One Liberty Plane		Now York	NIX	10006		242 225 2000	242 225 2000	maofiling@cgsh.com	Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS
Hamilton LLP Cohen & Grigsby, P.C.	James L. Bromley Thomas D. Maxson	One Liberty Plaza 11 Stanwix Street	15th Floor	New York Pittsburgh	NY PA	10006 15222-1319		212-225-2000		tmaxson@cohenlaw.com	Securities, LLC Counsel to Nova Chemicals, Inc.
Cohen, Weiss & Simon LLP	Joseph J. Vitale Babette Ceccotti	330 West 42nd Street	134111001	New York	NY	10036		212-356-0238		ivitale@cwsny.com	Counsel to International Union, United Automobile, Areospace and Agriculture Implement Works of America (UAW)
											Counsel to Floyd Manufacturing
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103		860-493-2200	860-727-0361	srosen@cb-shea.com	Co., Inc.
Conlin, McKenney & Philbrick, P.C.	Bruce N. Elliott	350 South Main Street	Suite 400	Ann Arbor	МІ	48104		734-971-9000	734-971-9001	Elliott@cmplaw.com	Counsel to Brazeway, Inc.
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	302-658-0380	jwisler@cblh.com	Counsel to ORIX Warren, LLC
								203-862-8200	203-629-1977	mlee@contrariancapital.com jstanton@contrariancapital.co	
Contrarian Capital Management, L.L.C.	Mark Lee, Janice Stantor Bill Raine. Seth Lax	n, 411 West Putnam Avenue	Suite 225	Greenwich	СТ	06830		(230) 862-8231	(203) 629-	wraine@contrariancapital.com solax@contrariancapital.com	Counsel to Contrarian Capital Management, L.L.C.
Coolidge, Wall, Womsley & Lombard Co. LPA	Ronald S. Pretekin	33 West First Street	Suite 600	Dayton	ОН	45402		937-223-8177	937-223-6705	Pretekin@coollaw.com	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Coompany
Cornell University	Nancy H. Pagliaro	Office of University Counsel	300 CCC Building, Garden Avenue	Ithaca	NY	14853-2601		607-255-5124	607-254-3556	nhp4@cornell.edu	Paralegal/Counsel to Cornell University
Covington & Burling	Susan Power Johnston Aaron R. Marcu	620 Eighth Ave		New York	NY	10018		212-841-1005	646-441-9005	sjohnston@cov.com	Special Counsel to the Debtor
Cox, Hodgman & Giarmarco, P.C.	Sean M. Walsh, Esq.	Tenth Floor Columbia Center	101 W. Big Beaver Road	Troy	МІ	48084-5280		248-457-7000	248-457-7001	swalsh@chglaw.com	Counsel to Nisshinbo Automotive Corporation
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennslyvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	dpm@curtinheefner.com	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Curtin & Heefner, LLP	Robert Szwajkos	250 N. Pennslyvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	rsz@curtinheefner.com	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	716-856-5510	wsavino@damonmorey.com	Counsel to Relco, Inc.; The Durham Companies, Inc.
Day Pitney LLP	Richard M. Meth	P.O. Box 1945		Morristown	NJ	07962-1945		973-966-6300	973-966-1015	rmeth@daypitney.com	Counsel to Marshall E. Campbell Company
Day Pitney LLP	Ronald S. Beacher Conrad K. Chiu	7 Times Square		New York	NY	10036		212-297-5800	212-916-2940	rbeacher@daypitney.com cchiu@daypitney.com	Counsel to IBJTC Business Credit Corporation, as successor to IBJ Whitehall Business Credit Corporation Counsel to Denso International
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086		248-372-8531	248-350-7772	carol sowa@denso-diam.com	America, Inc. Counsel to The Procter & Gamble
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	ОН	45202		513-977-8200	513-977-8141	john.persiani@dinslaw.com	Company

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP.	COUNTRY	PHONE	FAX	FMAIL	PARTY / FUNCTION
SSMI ART	Richard M. Kremen	ADDREGOT	ADDITECTO	OILI	UIAIL	211	COUNTRY	THORE	I AX	LINAL	Counsel to Constellation
DLA Piper Rudnick Gray Cary U											NewEnergy, Inc. & Constellation
LLP	Ruark	The Marbury Building	6225 Smith Avenue	Baltimore	Maryland	21209-3600		410-580-3000	410-580-3001	richard.kremen@dlapiper.com	
ELI	radin	The Marbary Banding	0220 Ciliai / Weilde	Builinois	ivial ylana	21200 0000		410 000 0000	410 000 0001	nonara.krementædiapiper.com	New Energy Guo Division, EEG
	Maura I. Russell										
Dreier LLP	Wendy G. Marcari	499 Park Ave	14th FI	New York	NY	10022		212-328-6100	212-652-3863	jguerrier@dreierllp.com	Counsel to SPCP Group LLC
											Counsel to Penske Truck Leasing
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	andrew.kassner@dbr.com	Co., L.P.
											Counsel to Penske Truck Leasing
Dainten Biddle & Death II D	David D. Assesses	40th d Oh Ot t-		Dhiladalahia	PA	19103		045 000 0700	045 000 0757	did	Co., L.P. and Quaker Chemical
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103		215-900-2700	213-900-2/3/	david.aaronson@dbr.com	Corporation Counsel to Vanguard Distributors,
Drinker Biddle & Reath LLP	Janice B. Grubin	140 Broadway 39th FI		New York	NY	10005-1116		212 248 3140	212 248 3141	janice.grubin@dbr.com	Inc.
Dillikel Bludle & Realli LLF	Janice B. Grubin	140 Bloadway 39th Fi		New TOIK	INT	10003-1110		212-246-3140	212-240-3141	Janice.grubin@ubr.com	IIIC.
l											Counsel to NDK America.
											Inc./NDK Crystal, Inc.; Foster
											Electric USA, Inc.; JST
											Corporation; Nichicon (America)
											Corporation; Taiho Corporation of
											America; American Aikoku Alpha,
											Inc.; Sagami America, Ltd.; SL
											America, Inc./SL Tennessee, LLC;
Duane Morris LLP	Joseph H. Lemkin	744 Broad Street	Suite 1200	Newark	NJ	07102		973-424-2000	973-424-2001	ihlemkin@duanemorris.com	and Hosiden America Corporation
Duane Mons LLi	оозерити. Естики	744 Bload Street	Odite 1200	IVCWalk	140	07 102		373-424-2000	373-424-2001	Inchiking adarrements.com	Counsel to ACE American
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020	dmdelphi@duanemorris.com	Insurance Company
Edding Memo EE.	margery it i tood, Eoq.	00 000011 17 111 011 011		· ·····adoipina		10.00 1.00		210 010 1000	2.00.000	wmsimkulak@duanemorris.co	Counsel to ACE American
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020		Insurance Company
										<u></u>	meanance company
Eckert Seamans Cherin & Mello	tt									mbusenkell@eckertseamans.c	Counsel to Chicago Miniature
LLC	Michael G. Busenkell	300 Delaware Avenue	Suite 1360	Wilmington	DE	19801		302-425-0430	302-425-0432		Optoelectronic Technologies, Inc.
Electronic Data Systems				Ŭ							Representattive for Electronic Data
Corporation	Ayala Hassell	5400 Legacy Dr.	Mail Stop H3-3A-05	Plano	TX	75024		212-715-9100	212-715-8000	avala.hassell@eds.com	Systems Corporation
·	j	9 ,	,								Assistant General Counsel to
Entergy Services, Inc.	Alan H. Katz	639 Loyola Ave 26th FI		New Orleans	LA	70113				akatz@entergy.com	Entergy Services, Inc
Erman, Teicher, Miller, Zucker 8	k.										Counsel to Doshi Prettl
Freedman, P.C.	David H. Freedman	400 Galleria Officentre	Ste. 444	Southfield	MI	48034		248-827-4100			International, LLC
Ettelman & Hochheiser, P.C.	Gary Ettelman	c/o Premium Cadillac	77 Main Street	New Rochelle	NY	10801		516-227-6300	516-227-6307	gettelman@e-hlaw.com	Counsel to Jon Ballin
											Counsel to Aluminum International
Fagel Haber LLC	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	312-580-2201	Inewman@fagelhaber.com	Inc.
	Charles J. Filardi, Jr.,										Counsel to Federal Express
Filardi Law Offices LLC	Esq.	65 Trumbull Street	Second Floor	New Haven	CT	06510		203-562-8588	866-890-3061	charles@filardi-law.com	Corporation
Finkel Goldstein Rosenbloom &											Counsel to Pillarhouse (U.S.A.)
Nash LLP	Ted J. Donovan	26 Broadway	Suite 711	New York	NY	10004		212-344-2929	212-422-6836	tdonovan@finkgold.com	Inc.
		500 Woodward Ave Suite								1	
Foley & Lardner LLP	David G Dragich	2700	0 II 0000	Detroit	MI	48226-3489			313-234-2800		Counsel to Intermet Corporation
Foley & Lardner LLP	Jill L. Murch	321 North Clark Street	Suite 2800	Chicago	IL	60610-4764		312-832-4500	312-832-4700	jmurch@foley.com	Counsel to Kuss Corporation
		0 0 1 10 1	500 Woodward Ave			10000 0 10 -		040.00 : = : = :	040 00 : 00 =		
Foley & Lardner LLP	John A. Simon	One Detroit Center	Suite 2700	Detroit	MI	48226-3489	<u> </u>	313-234-7100			Counsel to Ernst & Young LLP
Foley & Lardner LLP	Michael P. Richman	90 Park Avenue	37th Floor	New York	NY	10016-1314	<u> </u>	212-682-7474	212-687-2329	mrichman@foley.com	Counsel to Ernst & Young LLP
	=										Counsel to M&Q Plastic Products,
Fox Rothschild LLP	Fred Stevens	13 East 37th Street	Suite 800	New York	NY	10016		212-682-7575	212-682-4218	fstevens@foxrothschild.com	Inc.
											Counsel to M&Q Plastic Products,
Fox Rothschild LLP	Michael J. Viscount, Jr.	1301 Atlantic Avenue	Suite 400	Atlantic City	NJ	08401-7212		609-348-4515	609-348-6834	mviscount@foxrothschild.com	Inc.
		440.4	D O D 0005	.,		50500		000 040 00=0	000 040 00	6 71 6 71	Counsel to Southwest Metal
Frederick T. Rikkers		419 Venture Court	P.O. Box 930555	Verona	WI	53593		ou8-848-6350	ou8-848-6357	ftrikkers@rikkerslaw.com	Finishing, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Southwest Research
Fulbright & Jaworski LLP	David A Rosenzweig	666 Fifth Avenue		New York	NY	10103-3198		212-318-3000	212-318-3400	drosenzweig@fulbright.com	Institute Attorney for Solvay Fluorides, LLC
Fulbright & Jaworski LLP	Michael M Parker	300 Convent St Ste 2200		San Antonio	TX	78205		210-224-5575	210-270-7205	mparker@fulbright.com	Counsel to Southwest Research Institute
Garvey Schubert Barer	Roberto Carrillo	100 Wall St 20th FI		New York	NY	10005		212-965-4511	212-334-1278	rcarrillo@gsblaw.com	Attorney's for Tecnomec S.r.L.
Gibbons P.C.	David N. Crapo	One Gateway Center		Newark	NJ	07102-5310		973-596-4523	973-639-6244	dcrapo@gibbonslaw.com	Counsel to Epcos, Inc.
Goodwin Proctor LLP	Allan S. Brilliant	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	abrilliant@goodwinproctor.com	Counsel to UGS Corp.
Goodwin Proctor LLP	Craig P. Druehl	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	cdruehl@goodwinproctor.com	Counsel to UGS Corp.
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004		212-269-2500	212-269-2540	bmehlsack@gkllaw.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333		617-482-1776	617-574-4112	pbilowz@goulstonstorrs.com	Counsel to Thermotech Company
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111		212-755-6501	212-755-6503	jeisenhofer@gelaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Grant & Eisenhofer P.A.	Sharan Nirmul	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	snirmul@gelaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	mrr@previant.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10
Gratz, Miller & Brueggeman, S.C.	Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	tch@previant.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10
	J. Michael Debbler, Susar										Counsel to Grote Industries; Batesville Tool & Die; PIA Group;
Graydon Head & Ritchey LLP Greenberg Traurig, LLP	M. Argo Maria J. DiConza	1900 Fifth Third Center MetLife Bldg	511 Walnut Street 200 Park Avenue	Cincinnati New York	OH NY	45202 10166		513-621-6464		mdebbeler@graydon.com diconzam@gtlaw.com	Reliable Castings Counsel to Samtech Corporation

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	CTATE	ZIP	COLINTRY	DHONE	EAV	EMAIL	DARTY / FUNCTION
			_	CITY	STATE		COUNTRY	PHONE 713 374 3500	FAX 713 374 3505		PARTY / FUNCTION
Greenberg Traurig, LLP Greensfelder, Hemker & Gale.	Shari L. Heyen Cherie Macdonald	1000 Louisiana	Suite 1800	Houston	TX	77002		113-314-3500	113-314-3505	heyens@gtlaw.com ckm@greensfelder.com	Counsel to Samtech Corporation
		10 C Broadway	Cuita 200	Ct Lauia	МО	63102		214 241 0000	214 241 9624		Councel to ADC Automotive Inc
P.C.	J. Patrick Bradley	10 S. Broadway	Suite 200	St. Louis	MO	63102		314-241-9090	314-241-8624	<u>jpb@greensteider.com</u>	Counsel to ARC Automotive, Inc.
										L L :	Counsel to American Finance
Cuaranty Bank	Herb Reiner	9222 Davides Avenus		Dallas	TX	75225		244 260 2702	214-360-1940	herb.reiner@guarantygroup.co	Group, Inc. d/b/a Guaranty Capital
Guaranty Bank	Helb Reinei	8333 Douglas Avenue		Dallas	1.	75225		214-300-2702	214-300-1940	<u> </u>	Corporation
	Alex D. Helesein									cbattaglia@halperinlaw.net	Counsel to Pacific Gas Turbine
	Alan D. Halperin									ahalperin@halperinlaw.net	Center, LLC and Chromalloy Gas
Halanda Battanlia Balakt II B	Christopher J.Battaglia	SSS Madiana Avenue	045 51	Marri Vanla	NY	10022		040 705 0400	040 705 0004		Turbine Corporation; ARC
Halperin Battaglia Raicht, LLP	Julie D. Dyas	555 Madison Avenue	9th Floor	New York	IN Y	10022		212-765-9100	212-765-0964	<u>Joyas@naiperiniaw.net</u>	Automotive, Inc Counsel to Alliance Precision
Hancock & Estabrook LLP	R John Clark Esq	1500 Tower I	PO Box 4976	Curacusa	NY	13221-4976		245 474 2454	315-471-3167	riclark@hancocklaw.com	Plastics Corporation
Halicock & Establook LLP	R John Clark Esq	1500 Tower I	PO BOX 4976	Syracuse	INT	13221-4976		313-471-3131	313-471-3167	ijciark@nancockiaw.com	Counsel to Baker Hughes
											Incorporated; Baker Petrolite
Harris D. Leinwand	Harris D. Leinwand	350 Fifth Avenue	Suite 2418	New York	NY	10118		212 725 7220	212-244-6219	hleinwand@aol.com	Corporation
Harris D. Leiriwariu	Harris D. Leinwarid	350 FIIIII Avenue	Suite 24 16	New YOR	IN T	10116		212-125-1336	212-244-0218	iudith.elkin@havnesboone.co	Counsel to Highland Capital
Haynes and Boone, LLP	Judith Elkin	153 East 53rd Street	Suite 4900	New York	NY	10022		212 650 7200	212-918-8989		Management, L.P.
naynes and boone, LLF	Juditii Eikiii	155 East 5510 Street	Suite 4900	New TOIK	INT	10022		212-039-7300	212-910-0908	lenard.parkins@havnesboone.	Management, L.F.
	Langred M. Dorking		1001 Mal/innav							com	Coupael to Highland Conital
Haynes and Boone, LLP	Lenard M. Parkins Kenric D. Kattner	1 Houston Center	1221 McKinney, Suite 2100	Llauatan	TX	77010		713-547-2000	712 517 2600	kenric.kattner@haynesboone.d	Management, L.P.
nayries and Boorie, LLP	Refine D. Rattrief	i Houston Center	Suite 2 100	Houston	1.	77010		/ 13-54/-2000	/ 13-34/-2000	0 <u>om</u>	мападетен, с.Р.
			Seven Times							timothv.mehok@hellerehrman.	
Heller Ehrman LLP	Timethy Mahak	Times Square Tower		Now Vorle	NY	10036		242 022 0200	212-763-7600		Coupant to @Dood Inc
neller Eniman LLP	Timothy Mehok	Times Square Tower	Square	New York	IN T	10036		212-032-0300	212-703-7000	COIII	Counsel to @Road, Inc.
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		Now Vorle	NY	10016		212-592-1448	242 545 2260	prubin@herrick.com	Counsel to Canon U.S.A., Inc. and Schmidt Technology GmbH
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		New York	INT	10016		212-392-1446	212-343-3300	prubin@nemck.com	Counsel to Hewlett-Packard
Hawlett Dackard Campany	Anna Maria Kannallu	2000 Hanavar St. M/C 1050		Dala Alta	CA	94304		650 957 6000	650 952 9617	anne.kennellv@hp.com	
Hewlett-Packard Company	Anne Marie Kennelly	3000 Hanover St., M/S 1050		Palo Alto	CA	94304		030-037-0902	650-852-8617	anne.kenneny@np.com	Company
Hawlett Dackard Campany	Kannath E. Higman	212F F Ketelle Avenue	Suite 400	Anabaim	CA	92806		714 040 7100	740 040 7530	kan hisman@hn aam	Counsel to Hewlett-Packard
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92000		/ 14-940-/ 120	740-940-7539	ken.higman@hp.com	Company Counsel to Hewlett-Packard
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974		000 000 4760	908-898-4133	sharon.petrosino@hp.com	Financial Services Company
newiett-Fackard Company	Sharon Fellosino	420 Mountain Avenue		Wullay Fill	INJ	0/9/4		900-090-4700	900-090-4133	echarlton@hiscockbarclav.co	Financial Services Company
Hiscock & Barclay, LLP	J. Eric Charlton	300 South Salina Street	PO Box 4878	Syracuse	NY	13221-4878		215 425 2716	315-425-8576		Counsel to GW Plastics, Inc.
Hodgson Russ LLP	Julia S. Kreher	One M&T Plaza	Suite 2000	Buffalo	NY	14203			716-819-4645		Counsel to Hexcel Corporation
Hougson Russ LLF	Julia S. Krellel	Offe Mix i Flaza	Suite 2000	Dullalo	INT	14203		110-040-1330	7 10-6 19-4043	ikieliel@ilougsoliluss.com	Counsel to Hexcel Corporation; Co-
											Counsel for Yazaki North America,
Hodgson Russ LLP	Stephen H. Gross, Esq.	230 Park Avenue	17th Floor	New York	NY	10169		212-751-4300	212 751 0029	sgross@hodgsonruss.com	Inc.
Hougson Russ EEF	Stephen H. Gloss, Esq.	250 Faik Aveilde	1711111001	INEW TOLK	INT	10109		212-731-4300	212-731-0920	sgross@nodgsomass.com	IIIC.
											Co-Counsel for Yazaki North
Hodgson Russ LLP	Stephen H. Gross, Esq.	60 E 42nd St 37th FI		New York	NY	10165-0150		212-661-3535	212-072-1677	sgross@hodgsonruss.com	America, Inc.
Hougson Russ EE	Otephen n. Oross, Esq.	00 L 42110 0t 37 til 1 1	555 Thirteenth	IVOW TOTA	141	10103-0130		212-001-0000	212-312-1011	sgross@nodgsonrdss.com	Counsel to Umicore Autocat
Hogan & Hartson L.L.P.	Edward C. Dolan	Columbia Square	Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	202-637-5010	ecdolan@hhlaw.com	Canada Corp.
riogan & rianson E.E.F.	Luwaru C. Dolaii	Columbia Square	Sueet, IV.VV.	vvasinigion	D.C.	20004-1109		202-037-3077	202-037-3910	ecdolari@nillaw.com	Cariada Corp.
Hogan & Hartson L.L.P.	Scott A. Golden	875 Third Avenue		New York	NY	10022		212-918-3000	212-018 3100	sagolden@hhlaw.com	Counsel to XM Satellite Radio Inc.
riogan & Hartson L.L.F.	OCOLL A. GUIUCH	07 0 Tilliu Averiue	1	IACM IOIV	INI	10022		212-910-3000	212-310-3100	Sagorden(Williaw.com	Counsel to CoorsTek, Inc.; Corus,
Holme Roberts & Owen, LLP	Elizabeth K. Flaagan	1700 Lincoln	Suite 4100	Denver	со	80203		303-861-7000	303-866-0200	elizabeth.flaagan@hro.com	L.P.
Honigman, Miller, Schwartz and	Liizabelii N. i laayali	1700 LINCOIN	660 Woodward	Delivel		00200	-	303-001-7000	303-000-0200	Cizabetii.iiaayaii@iiiU.CUIII	Counsel to Fujitsu Ten Corporation
Cohn. LLP	Donald T. Baty, Jr.	2290 First National Building	Avenue	Detroit	МІ	48226		313_465_7314	313_465_7315	dbaty@honigman.com	of America
Oom, LLF	Donald T. Daty, JT.	2200 I iist National Bulluling	Avenue	Detroit	IVII	70220		010-400-1014	010-400-7010	dbatyterionigman.com	oi America
											Counsel to Valeo Climate Control
											Corp.; Valeo Electrical Systems,
			1	1							Inc Motors and Actuators
Heniaman Miller Caburt			660 Woodward	1							Division; Valeo Electrical Systems,
Honigman, Miller, Schwartz and Cohn, LLP	E. Todd Sable	2290 First National Building		Detroit	МІ	48226		212 465 7540	212 465 7540	tsable@honigman.com	Inc Wipers Division; Valeo
COIII, LLF	L. TOUU Sable	2230 FIISLINALIONAL DUNUING	Avenue	וטפנוטונ	IVII	+0220		010-400-7048	010-400-7049	isable@nonigifian.com	Switches & Detection System, Inc.

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Honigman, Miller, Schwartz and			660 Woodward								Counsel for Valeo Climate Control
Cohn, LLP	Seth A Drucker	2290 First National Building	Avenue Ste 2290	Detroit	MI	48226		313-465-7626	313-465-7627		Corp.
										Igretchko@howardandhoward.	Intellectual Property Counsel for
Howard & Howard Attorneys PC	Lisa S Gretchko	39400 Woodward Ave	Ste 101	Bloomfield Hills	MI	48304-5151		248-723-0396	248-645-1568	<u>com</u>	Delphi Corporation, et al.
Howick, Westfall, McBryan &			Ste 600 One Tower								Counsel to Vanguard Distributors,
Kaplan, LLP	Louis G. McBryan	3101 Tower Creek Parkway	Creek	Atlanta	GA	30339		678-384-7000		Imcbryan@hwmklaw.com	Inc.
Hunton & Wiliams LLP	Michael P. Massad, Jr.	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000		mmassad@hunton.com	Counsel to RF Monolithics, Inc.
Hunton & Wiliams LLP	Steven T. Holmes	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000		sholmes@hunton.com	Counsel to RF Monolithics, Inc.
Hurwitz & Fine P.C.	Ann E. Evanko	1300 Liberty Building	D 00004	Buffalo	NY	14202		716-849-8900		aee@hurwitzfine.com	Counsel to Jiffy-Tite Co., Inc.
Ice Miller	Ben T. Caughey	One American Square	Box 82001	Indianapolis	IN	46282-0200		317-236-2100	317-236-2219	Ben.Caughey@icemiller.com	Counsel to Sumco, Inc.
											0 10 1015 5 11 1
lafa Taba - lasia - Nadh											General Counsel & Vice President
Infineon Technologies North	Cros Bibbos	1720 North First Street	M/C 1120F	Can lane	CA	05110		400 F04 6440	400 E04 0400	area hibbas@infinean asm	for Infineon Technologies North
America Corporation	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112		408-501-6442	408-501-2488	greg.bibbes@infineon.com	America Corporation Global Account Manager for
Infineon Technologies North											Infineon Technologies North
America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902		765 454 2146	765-456-3836	jeffery.gillispie@infineon.com	America
America Corporation	Jen Gillespie	2329 Commerce Drive	Suite II	KOKOITIO	IIN	40902		703-434-2140	700-400-3030	heather@inplaytechnologies.c	America
InPlay Technologies Inc	Heather Beshears	234 South Extension Road		Mesa	AZ	85201				om	Creditor
in Flay Technologies inc	Heather Besnears	234 South Extension Road		IVIESA	AZ	03201				OIII	Creditor
											Counsel to International
											Brotherood of Electrical Workers
											Local Unions No. 663; Internationa
											Association of Machinists; AFL-
											CIO Tool and Die Makers Local
											Lodge 78, District 10; International
International Union of Operating											Union of Operating Engineers
Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	202-778-2641	rgriffin@iuoe.org	Local Union Nos. 18, 101 and 832
Engineers	Tionara Cillin	1120 17 117 (Vende, 14.44)		**uomington	50	20000		202 420 0100	202 770 2011	rgmm(æ)doo.org	Eddar Griich 1400: 10, 101 and 002
Jaffe, Raitt, Heuer & Weiss, P.C.	Paige E. Barr	27777 Franklin Road	Suite 2500	Southfield	MI	48034		248-351-3000	248-351-3082	pbarr@iaffelaw.com	Counsel to Trutron Corporation
	3 3										Counsel to Port City Die Cast and
James R Scheuerle	Parmenter O'Toole	601 Terrace Street	PO Box 786	Muskegon	MI	49443-0786		231-722-1621	231-728-2206	JRS@Parmenterlaw.com	Port City Group Inc
				Ů							Counsel to SPX Corporation
											(Contech Division), Alcan Rolled
											Products-Ravenswood, LLC,
Jenner & Block LLP	Ronald R. Peterson	One IBM Plaza		Chicago	IL	60611		312-222-9350	312-840-7381	rpeterson@jenner.com	Tenneco Inc. and Contech LLC
Jones Day	Scott J. Friedman	222 East 41st Street		New York	NY	10017		212-326-3939	212-755-7306	sjfriedman@jonesday.com	Counsel to WL. Ross & Co., LLC
											Counsel to TDK Corporation
											America and MEMC Electronic
Katten Muchin Rosenman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	60661		312-902-5200	312-577-4733	john.sieger@kattenlaw.com	Materials, Inc.
											Counsel to InPlay Technologies
Kaye Scholer LLP	Richard G Smolev	425 Park Avenue		New York	NY	10022-3598		212-236-8000	212-836-8689	rsmolev@kayescholer.com	Inc
Kegler, Brown, Hill & Ritter Co.,											Counsel to Solution Recovery
LPA	Kenneth R. Cookson	65 East State Street	Suite 1800	Columbus	OH	43215		614-426-5400	614-464-2634	kcookson@keglerbrown.com	Services
											Counsel to Neal Folck, Greg
											Bartell, Donald McEvoy, Irene
											Polito, and Thomas Kessler, on
											behalf of themselves and a class
											of persons similarly situated, and
											on behalf of the Delphi Savings-
											Stock Purchase Program for
										lsarko@kellerrohrback.com	Salaried Employees in the United
	Lynn Lincoln Sarko									claufenberg@kellerrohrback.co	States and the Delphi Personal
	Cari Campen Laufenberg									<u>m</u>	Savings Plan for Hourly-Rate
Keller Rohrback L.L.P.	Erin M. Rily	1201 Third Avenue	Suite 3200	Seattle	WA	98101		206-623-1900	206-623-3384	eriley@kellerrohrback.com	Employees in the United States

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Attorneys for Guide Corporation
Honigman, Miller, Schwartz and											and Lightsource Parent
Cohn, LLP	Lawrence J. Murphy	2290 First National Building	660 Woodward Ave	Detroit	MI	48226		313-465-7488	313-465-7489	Imurphy@honigman.com	Corporation
											Counsel to Neal Folck, Greg
											Bartell, Donald McEvoy, Irene
											Polito, and Thomas Kessler, on
											behalf of themselves and a class
											of persons similarly situated, and
											on behalf of the Delphi Savings-
											Stock Purchase Program for
											Salaried Employees in the United
											States and the Delphi Personal
			3101 North Central								Savings Plan for Hourly-Rate
Keller Rohrback P.L.C.	Gary A. Gotto	National Bank Plaza	Avenue, Suite 900	Phoenix	AZ	85012		602-248-0088	602-248-2822	ggotto@kellerrohrback.com	Employees in the United States
											Counsel to The International Union
											of Electronic, Salaried, Machine
											and Furniture Workers -
											Communications Workers of
Kennedy, Jennick & Murray	Larry Magarik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	Imagarik@kjmlabor.com	America
											Counsel to The International Union
											of Electronic, Salaried, Machine
											and Furniture Workers -
											Communications Workers of
Kennedy, Jennick & Murray	Susan M. Jennik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	sjennik@kjmlabor.com	America
											Counsel to The International Union
											of Electronic, Salaried, Machine
											and Furniture Workers -
											Communications Workers of
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	tkennedy@kjmlabor.com	America
King & Contains III D	H. Slayton Dabney, Jr. Bill Dimos	4405 A of the American		NaVaal.	NIX	40000		040 550 0400	040 550 0000	- 1-1	CIt-KDMOLLD
King & Spalding, LLP	Bill Diffios	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-330-2222	sdabney@kslaw.com	Counsel to KPMG LLP Counsel to Lunt Mannufacturing
Kirkland & Ellis LLP	Jim Stempel	200 East Randolph Drive		Chicago	II.	60601		212 961 2000	212 961 2200	istempel@kirkland.com	Company
Kirkpatrick & Lockhart Nicholson	Jilli Sterriper	200 East Randolph Drive		Chicago	IL	00001		312-601-2000	312-001-2200	istemper@kirkiand.com	Counsel to Wilmington Trust
Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022		212 536 4812	212 536 3001	efox@klng.com	Company, as Indenture trustee
Granam EEF	Luwaru IVI. I OX	399 Lexington Avenue	1000 West Street,	INEW TOTA	INI	10022		212-330-4012	212-330-3901	elox@king.com	Company, as indenture trustee
Klett Rooney Lieber & Schorling	DeWitt Brown	The Brandywine Building	Suite 1410	Wilmington	DE	19801		(302) 552-4200		dbrown@klettrooney.com	Counsel to Entergy
Krugliak, Wilkins, Griffiths &	Devill Blown	The Brandywine Building	Suite 1410	vviiiiiiigtori	DL	19001		(302) 332-4200	'	abrown(@kiettrooney.com	Course to Entergy
Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	ОН	44735-6963		330-497-0700	330-497-4020	sosimmerman@kwqd.com	Counsel to for Millwood, Inc.
bougherty 66., E.i .A.	Sam S. Siminerman	4773 Midrison Street N.VV.	1 .O. DOX 30303	Garitori	OII	44733-0303		330-431-0100	330-437-4020	303immerman@kwgd.com	Counsel to DaimlerChrysler
											Corporation; DaimlerChrylser
											Motors Company, LLC;
Kutak Rock LLP	Jay Selanders	1010 Grand Blvd Ste 500		Kansas City	МО	64106		816-502-4617	816-960-0041	iav.selanders@kutakrock.com	DaimlerChrylser Canada, Inc.
Kutchin & Rufo, P.C.	Edward D. Kutchin	Two Center Plaza	Suite 620	Boston	MA	02108-1906	+	617-542-3000			Counsel to Parlex Corporation
Kutchin & Rufo, P.C.	Kerry R. Northrup	Two Center Plaza	Suite 620	Boston	MA	02108-1906	1			knorthup@kutchinrufo.com	Counsel to Parlex Corporation
Lambert, Leser, Isackson, Cook											
Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518		smcook@lambertleser.com	Counsel to Linamar Corporation
Latham & Watkins	Erika Ruiz	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864		UCC Professional
Latham & Watkins	Henry P. Baer, Jr.	885 Third Avenue		New York	NY	10022		212-906-1200			UCC Professional
Latham & Watkins	Mark A. Broude	885 Third Avenue		New York	NY	10022		212-906-1384			UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022		212-906-1200			UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022		212-906-1200			UCC Professional
											Counsel to A-1 Specialized
Law Offices of Michael O'Hayer	Michael O'Hayer Esq	22 N Walnut Street		West Chester	PA	19380		610 738 1230	610 720 1217	mkohayer@aol.com	Services and Supplies Inc

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Freescale
											Semiconductor, Inc. f/k/a Motorola
											Semiconductor Systems (U.S.A.)
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701		520-629-4427	520-879-4705	rcharles@Irlaw.com	Inc.
20110 4114 1 1004 22.	rtes criance, Esq.	Cite Count Citation Culou	Cuito i co			50.0.		020 020 1121	020 010 1100	<u></u>	Counsel to Freescale
											Semiconductor, Inc. f/k/a Motorola
											Semiconductor Systems (U.S.A.)
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429		602-262-5756	600 704 2004	sfreeman@lrlaw.com	Inc.
Lewis and Roca LLF	Susan W. Freeman, Esq.			FIIOEIIIX	AZ	03004-4429		002-202-3730	002-734-3024	Sifeeman@inaw.com	-
		General Counsel for Linear	1630 McCarthy		0.4	05005 7447		100 100 1000	400 404 0507		Counsel to Linear Technology
Linear Technology Corporation	John England, Esq.	Technology Corporation	Blvd.	Milpitas	CA	95035-7417		408-432-1900	408-434-0507	jengland@linear.com	Corporation
Linebarger Goggan Blair &										austin.bankruptcy@publicans.	Counsel to Cameron County,
Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428		512-447-6675	512-443-5114	<u>com</u>	Brownsville ISD
Linebarger Goggan Blair &										dallas.bankruptcy@publicans.c	Counsel to Dallas County and
Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201		214-880-0089	4692215002	<u>om</u>	Tarrant County
											Counsel in Charge for Taxing
											Authorities: Cypress-Fairbanks
Linebarger Goggan Blair &										houston bankruptcy@publican	Independent School District, City of
Sampson, LLP	John P. Dillman	P.O. Box 3064		Houston	TX	77253-3064		713-844-3478	713-844-3503	s.com	Houston, Harris County
' '											Counsel to Creditor The Interpublic
											Group of Companies, Inc. and
											Proposed Auditor Deloitte &
Loeb & Loeb LLP	P. Gregory Schwed	345 Park Avenue		New York	NY	10154-0037		212-407-4000		gschwed@loeb.com	Touche, LLP
EOCH & LOCH LLI	i . Gregory Geriwed	545 Fair Avenue		INCW TOTA	141	10134-0037		212-407-4000		gscriwed(@)ocb.com	Counsel to Industrial Ceramics
Look & Look LLD	Milliam M. Hawkins	245 Dark Avenue		Now York	NY	10154		212 407 4000	212 407 4000	whawkins@loeb.com	
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	IN T	10154		212-407-4000	212-407-4990	wnawkins@ioeb.com	Corporation
1 1 5: 10 5	T: " 0 M F !!	1150 " 1 0 " 0" 1		OI :		00000		040 440 0070	040 000 0004		Counsel to Methode Electronics,
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603		312-443-0370		tmcfadden@lordbissell.com	Inc.
									312-443-896-		Counsel to Sedgwick Claims
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603		312-443-1832	6432	tbrink@lordbissell.com	Management Services, Inc.
											Counsel to Sedgwick Claims
								212-947-8304			Management Services, Inc. and
Lord, Bissel & Brook LLP	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802			212-947-1202	kwalsh@lordbissell.com	Methode Electronics, Inc.
											Counsel to Daewoo International
Lowenstein Sandler PC	Bruce S. Nathan	1251 Avenue of the Americas		New York	NY	10020		212-262-6700	212-262-7402	bnathan@lowenstein.com	(America) Corp.
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
											Kapitalanlage-Gesellschaft m.b.H
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	ilevee@lowenstein.com	and Stichting Pensioenfords ABP
											Counsel to Cerberus Capital
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	krosen@lowenstein.com	Management, L.P.
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
											Kapitalanlage-Gesellschaft m.b.H
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	metkin@lowenstein.com	and Stichting Pensioenfords ABP
20.1010toin Gandioi i G	ondor O. Etikiri	.2517 Worlds of the Americas	.50111001	. TOTT TOTA	1	.0020		_ 12 202-0700	_ 12 202-1402	THE STATE OF THE S	Counsel to Cerberus Capital
											Management, L.P.; AT&T
Lauranatain Candi DO	Coott Corrill	GE Livingston A		Deceler d	N. I	07066		072 507 0500	072 507 0400	accraill@lawan-t-i	
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500		scargill@lowenstein.com	Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	vdagostino@lowenstein.com	Counsel to AT&T Corporation
Lyden, Liebenthal & Chappell,											
Ltd.	Erik G. Chappell	5565 Airport Highway	Suite 101	Toledo	OH	43615		419-867-8900	419-867-8909	egc@lydenlaw.com	Counsel to Metro Fibres, Inc.
	1	1					1	1	I		Attorney for Danice Manufacturing
Maddin, Hauser, Wartell, Roth & Heller PC		28400 Northwestern Hwy	Third Floor	Southfield	МІ	48034		248-354-4030		axs@maddinhauser.com	Co.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANT	CONTACT	ADDRESSI	ADDRESSZ	Greenwood	STATE	ZIF	COUNTRY	PHONE	FAX	EWAIL	Representative for Madison
Madiana Carital Managara	las Landan	C4 40 Courth Million Dates	0		00	80111		000 057 4054	202 057 2000	:	•
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Village	CO	80111		303-957-4254	303-957-2098	ilanden@madisoncap.com	Capital Management
	Infferential Landingson From									i	
	Jeffrey M. Levinson, Esq.	20400 01	0 " 050	D D''	011	44404		040 544 4005	040 544 4000	iml@ml-legal.com	0 1/ 1/ 1 5/ 5
Margulies & Levinson, LLP	Leah M. Caplan, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	OH	44124		216-514-4935	216-514-4936	Imc@ml-legal.com	Counsel to Venture Plastics
											Counsel to H.E. Services
											Company and Robert Backie and
											Counsel to Cindy Palmer, Personal
											Representative to the Estate of
Mastromarco & Jahn, P.C.	Victor J. Mastromarco, Jr.	1024 North Michigan Avenue	P.O. Box 3197	Saginaw	MI	48605-3197		989-752-1414		vmastromar@aol.com	Michael Palmer
											Counsel to NDK America,
											Inc./NDK Crystal, Inc.; Foster
											Electric USA, Inc.; JST
											Corporation; Nichicon (America)
											Corporation; Taiho Corporation of
											America; American Aikoku Alpha,
											Inc.; Sagami America, Ltd.; SL
Masuda Funai Eifert & Mitchell,											America, Inc./SL Tennessee, LLC
Ltd.	Gary D. Santella	203 North LaSalle Street	Suite 2500	Chicago	IL	60601-1262		312-245-7500	312-245-7467	gsantella@masudafunai.com	and Hosiden America Corporation
				Ü						igtougas@mayerbrownrowe.co	·
Mayer, Brown, Rowe & Maw LLP	Jeffrev G. Tougas	1675 Broadway		New York	NY	10019		212-262-1910	212-506-2500	m	Counsel to Bank of America, N.A.
	, ,	,									
Mayer, Brown, Rowe & Maw LLP	Raniero D'Aversa, Jr.	1675 Broadway		New York	NY	10019		212-262-1910	212-506-2500	rdaversa@maverbrown.com	Counsel to Bank of America, N.A.
	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167		212-609-6800			Counsel to Ward Products, LLC
3 ,											Counsel to General Products
McCarter & English, LLP	Eduardo J. Glas, Esq.	Four Gateway Center	100 Mulberry Street	Newark	NJ	07102-4096		913-622-4444	973-624-7070	eglas@mccarter.com	Delaware Corporation
moconto o anguen, aa	John J. Salmas	To the second seconds	,							isalmas@mccarthy.ca	Counsel to Themselves (McCarthy
McCarthy Tetrault LLP	Lorne P. Salzman	66 Wellington Street West	Suite 4700	Toronto	Ontario	M5K 1E6		416-362-1812	416-868-0673		Tetrault LLP)
modulary roducit EE	zomo i i daizman	co rromigion ou cot rroct	Caito 17 CC	TOTOTILO	O.Hairo			110 002 1012		iodizinançe, noodi diyi od	Counsel to Linear Technology
											Corporation, National
											Semiconductor Corporation;
McDermott Will & Emery LLP	James M. Sullivan	340 Madison Avenue		New York	NY	10017		212-547-5477	212-547-5444	jmsullivan@mwe.com	Timken Corporation
Webermon vviii a Emery EE	James W. Guillvan	340 Madison Avende		INCW TOTA	181	10017		212-047-0477	212-341-3444	JITSUIIVATIQETIWC.COM	Counsel to National
McDermott Will & Emery LLP	Stephen B. Selbst	340 Madison Avenue		New York	NY	10017		212-547-5400	212 547 5444	sselbst@mwe.com	Semiconductor Corporation
McDermott Will & Emery LEF	Stephen B. Seibst	340 Madison Avenue		INEW TOIK	INT	10017		212-347-3400	212-347-3444	sopincar@mcdonaldhopkins.c	Counsel to Republic Engineered
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	ОН	44114		216-348-5400	216-348-5474		Products, Inc.
Webbriald Hopkins Co., El A	Ocott N. Opincar, Esq.	ooo ouperior Avenue, E.	Outc 2100	Olevelaria	011	77117		210-340-3400	210-340-3474	<u>om</u>	Counsel to Republic Engineered
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	ОН	44114		216-348-5400	216 349 5474	sriley@mcdonaldhopkins.com	Products, Inc.
McElroy, Deutsch, Mulvaney &	Snawn W. Kiley, Esq.	000 Superior Avenue, L.	Suite 2 100	Cievelariu	OH	44114		210-340-3400	210-340-3474	SHIEY@HICGOHAIGHOPKIHS.COM	Counsel to New Jersey Self-
Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079		973-622-7711	973-622-5314	jbernstein@mdmc-law.com	Insurers Guaranty Association
Carpenter, LLF	Jenrey Bernstein, Esq.	Three Galeway Certier	901 East Cary	INCWAIN	INU	07102-4079		973-022-7711	973-022-3314	amccollough@mcquirewoods.	Counsel to Siemens Energy &
McGuirewoods LLP	Aaron G McCollough Esq	One James Center	Street	Richmond	VA	23219-4030		804-775-1000	004 775 1061		Automation, Inc.
MCGullewoods LLF	Aaron G McCollough Esq	One James Center	Sileei	Ricilliona	VA	23219-4030		604-775-1000	004-775-1001	COIII	Counsel to The International Union
											of Electronic, Salaried, Machine
											and Furniture Workers -
Meyer, Suozzi, English & Klein,			o :: =o:								Communications Workers of
P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	hkolko@msek.com	America
											Counsel to United Steel, Paper
									1		and Forestry, Rubber,
									1		Manufacturing, Energy, Allied
									1		Industrial and Service Workers,
Meyer, Suozzi, English & Klein,									1		International Union (USW), AFL-
	h	1350 Broadway	Suite 501	New York	NY	10018	1	212 230 4000	212 230 1311	lpeterson@msek.com	CIO
P.C.	Lowell Peterson, Esq.	1350 Broadway		New TOIR	INI	10010		212-239-4999	212-239-1311	ipeterson(@msek.com	
Meyers, Rodbell & Rosenbaum,	M. Evan Meyers	Berkshire Building	6801 Kenilworth	Riverdale Park	MD	20737-1385		301-699-5800	212-239-1311		Counsel to Prince George County, Maryland

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
		, , , , , , , , , , , , , , , , , , ,	7.257.2502								
Mayora Law Group, D.C.	Maria C. Mayara	44 Mantagaman, Ctrast	Suite 1010	Can Francisco	C 4	94104		445 262 7500	445 262 7545	mmeyers@mlq-pc.com	Councel to Alpa Automotive Inc
Meyers Law Group, P.C. Meyers, Rodbell & Rosenbaum,	Merle C. Meyers	44 Montgomery Street	6801 Kenilworth	San Francisco	CA	94104		415-302-7500	415-362-7515	mmeyers@mig-pc.com	Counsel to Alps Automotive, Inc. Counsel to Prince George County,
P.A.	Robert H. Rosenbaum	Berkshire Building	Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800		rrosenbaum@mrrlaw.net	Maryland
			· ·								
			3030 W. Grand								Attorney General for State of
Michael Cox		Cadillac Place	Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140		miag@michigan.gov	Michigan, Department of Treasury
Michigan Department of Labor											
and Economic Growth, Worker's											Assistant Attorney General for
Compensation Agency	Dennis J. Raterink	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	517-373-2129	raterinkd@michigan.gov	Worker's Compensation Agency
Michigan Department of Labor											
and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lancina	МІ	48909-7717		E17 272 1020	E17 272 2120	ming@michigan gov	Attorney General for Worker's Compensation Agency
Compensation Agency	Michael Cox	PO BOX 30736		Lansing	IVII	46909-7717		517-373-1820	517-373-2129	miag@michigan.gov	Counsel to Michigan Heritage
Michigan Heritage Bank	Janice M. Donahue	28300 Orchard Lake Rd	Ste 200	Farmington Hills	МІ	48334		248-538-2529	248-786-3596	jdonahue@miheritage.com	Bank; MHB Leasing, Inc.
				J							Counsel to Computer Patent
											Annuities Limited Partnership,
											Hydro Aluminum North America,
											Inc., Hydro Aluminum Adrian, Inc.,
											Hydro Aluminum Precision Tubing NA, LLC, Hydro Alumunim Ellay
											Enfield Limited, Hydro Aluminum
											Rockledge, Inc., Norsk Hydro
											Canada, Inc., Emhart
											Technologies LLL and Adell
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street		Baltimore	MD	21202		410-385-3418		trenda@milesstockbridge.com	Plastics, Inc.
NASHan Jaharan	Thomas P. Sarb	050 Managara August NINA	Suite 800, PO Box	One and Demister		40504 0000			616-988-1748	sarbt@millerjohnson.com	O
Miller Johnson Miller, Canfield, Paddock and	Robert D. Wolford	250 Monroe Avenue, N.W.	306	Grand Rapids	MI	49501-0306		616-831-1726	616-988-1726	wolfordr@millerjohnson.com	Counsel to Pridgeon & Clay, Inc. Counsel to Wells Operating
Stone, P.L.C.	Jonathan S. Green	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8452	313-496-7997	greenj@millercanfield.com	Partnership, LP
											Counsel to Niles USA Inc.;
											Techcentral, LLC; The Bartech
Miller, Canfield, Paddock and											Group, Inc.; Fischer Automotive
Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	313-496-8453	fusco@millercanfield.com	Systems
Mintz, Levin, Cohn, Ferris										piricotta@mintz.com	Counsel to Hitachi Automotive Products (USA), Inc. and Conceria
Glovsky and Pepco, P.C.	Paul J. Ricotta	One Financial Center		Boston	MA	02111		617-542-6000	617-542-2241	pricotta@mintz.com	Pasubio
cievoky and repoe, rie.	. dai oi i docta			Doctor.		02111		011 012 0000	0.11 0.12 22 11	<u> </u>	. double
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532		630-527-4254	630-512-8610	Jeff.Ott@molex.com	Counsel to Molex Connector Corp
											Counsel to ITT Industries, Inc.;
Morgan, Lewis & Bockius LLP	Andrew D. Gottfried Menachem O.	101 Park Avenue		New York	NY	10178-0060		212-309-6000	212-309-6001	agottfried@morganlewis.com mzelmanovitz@morganlewis.c	Hitachi Chemical (Singapore), Ltd. Counsel to Hitachi Chemical
Morgan, Lewis & Bockius LLP	Zelmanovitz	101 Park Avenue		New York	NY	10178		212-309-6000	212-309-6001	om	(Singapore) Pte, Ltd.
morgan, Lowio & Doonido LLI		unt/wondo				.5170		2.2 000 0000	000 0001	<u>~···</u>	(0945010) 1 (0, 114.
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esc	q. 300 South Grand Avenue		Los Angeles	CA	90017		213-612-1163	213-612-2501	resterkin@morganlewis.com	Counsel to Sumitomo Corporation
Worgan, Lewis & Dockids LLi	1			-							
Worgan, Lewis & Bocklus LLi											
iviorgan, Lewis & Bockids EE											Counsel to Standard Microsystems
Morgan, Lewis & Bookids LLI											Corporation and its direct and
iniogan, cewis a bockus eei											Corporation and its direct and indirect subsidiares Oasis
inogai, Ecwis & Bookids EE											Corporation and its direct and indirect subsidiares Oasis SiliconSystems AG and SMSC NA
Moritt Hock Hamroff & Horowitz											Corporation and its direct and indirect subsidiares Oasis

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
	JOHIMO	TIP TIE OUT	, DDNIEGOE		J.A.L					mdallago@morrisoncohen.co	Counsel to Blue Cross and Blue
Morrison Cohen LLP	Michael R. Dal Lago	909 Third Avenue		New York	NY	10022		212-735-8757	917-522-3157	<u>m</u>	Shield of Michigan
	Raymond J. Urbanik,										
	Esq., Joseph J.							214-855-7590		rurbanik@munsch.com	
Maranah Handi Kani O Han D O	Wielebinski, Esq. and	2000 Linas In Diana	500 North Akard	Delles	DV	75004 0050		214-855-7561	044 055 7504	jwielebinski@munsch.com	Counsel to Texas Instruments
Munsch Hardt Kopf & Harr, P.C. Nantz, Litowich, Smith, Girard &	Davor Rukavina, Esq.	3800 Lincoln Plaza	Street	Dallas	RX	75201-6659		214-855-7587	214-855-7584	drukavina@munsch.com	Incorporated Counsel to Lankfer Diversified
	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	МІ	49546		616-977-0077	616-077-0520	sandy@nlsq.com	Industries, Inc.
Transition, 1 .O.	Candra C. Hamilton	2020 Last Bettime, G.L.	oute ooo	Orana Napias	IVII	45540		010-377-0077	010-377-0323	запауштау.сот	Counsel to 975 Opdyke LP; 1401
											Troy Associates Limited
											Partnership; 1401 Troy Associates
											Limited Partnership c/o Etkin
											Equities, Inc.; 1401 Troy
											Associates LP; Brighton Limited
											Partnership; DPS Information
											Services, Inc.; Etkin Management Services, Inc. and Etkin Real
Nathan, Neuman & Nathan, P.C.	Kenneth A Nathan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	248-351-0487	Knathan@nathanneuman.com	Properties
radian, rodinar a radian, r.o.	Tronnout / tradition		Guilo 200	Codtimola		.000.		2.0 00. 0000	2.0 00.0.0.		Vice President and Senior Counse
											to National City Commercial
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	ОН	45203		513-455-2390	866-298-4481	lisa.moore2@nationalcity.com	Capital
											Counsel to Datwyler Rubber &
											Plastics, Inc.; Datwyler, Inc.;
Nelson Mullins Riley &	O D. O	4000 Main Otract 47th Floor	DO D 44070	O-liveli-	sc	29201		803-7255-9425	000 050 7500		Datwyler i/o devices (Americas),
Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201		803-7255-9425	803-256-7500	s.com	Inc.; Rothrist Tube (USA), Inc.
New Jersey Attorney General's	Tracy E Richardson		25 Market St P.O.							tracy.richardson@dol.lps.state.	Deputy Attorney General - State of
Office Division of Law	Deputy Attorney General	R.J. Hughes Justice Complex		Trenton	NJ	08628-0106		609-292-1537	609-777-3055	nj.us	New Jersey Division of Taxation
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth	205 Linda Drive		Daingerfield	TX	75638		003 645 7233	003 645 4415	bbeckworth@nixlawfirm.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
NIX, Fallerson & Roach, L.L.F.	Diadley E. Deckwortii	203 Lilida Dilve		Dairigerneiu	1.^	73036		903-043-7333	903-043-4413	DDECKWOITH@HIXIAWIIIII.COIII	and Stichting Pensioemords ABP
Nix, Patterson & Roach, L.L.P.	Jeffrey J. Angelovich	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	jangelovich@nixlawfirm.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Nix, Patterson & Roach, L.L.P.	Susan Whatley	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415		Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
North Point	David G. Heiman	901 Lakeside Avenue		Cleveland	ОН	44114		216-586-3939	216-579-0212	dgheiman@jonesday.com	Counsel to WL. Ross & Co., LLC
				2.270.0.10	7	1		3 000 0000	5 0. 0 02 12	cahope@chapter13macon.co	
Office of the Chapter 13 Trustee	Camille Hope	P.O. Box 954		Macon	GA	31202		478-742-8706	478-746-4488	<u>m</u>	Office of the Chapter 13 Trustee
Office of the Texas Attorney											Counsel to The Texas Comptroller
General	Jay W. Hurst	P.O. Box 12548		Austin	TX	78711-2548		512-475-4861	512-482-8341	jay.hurst@oag.state.tx.us	of Public Accounts
Ohio Environmental Protection Agency	c/o Michelle T. Sutter	Principal Assistant Attorney General Environmental Enforcement Section	30 E Broad St 25th	Columbus	ОН	43215				msutter@aq.state.oh.us	Attorney for State of Ohio, Environmental Protection Agency

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Delphi Corporation
2002 List

Orrick, Herrington & Sutcliffe LLP Al Orrick, Herrington & Sutcliffe LLP El Orrick, Herrington & Sutcliffe LLP Jo Orrick, Herrington & Sutcliffe LLP R	rederick D. Holden, Jr., sq. onathan P. Guy	44 Manning Road 666 Fifth Avenue 405 Howard Street	ADDRESS2	Billerica New York	MA NY	01821	COUNTRY	978-901-5025	978-667-9969	EMAIL michaelz@orbotech.com	PARTY / FUNCTION Company
Orrick, Herrington & Sutcliffe LLP Al Orrick, Herrington & Sutcliffe LLP El Orrick, Herrington & Sutcliffe LLP Jo Orrick, Herrington & Sutcliffe LLP R	Manager Nyssa Englund, Esq. Frederick D. Holden, Jr., Fsq. onathan P. Guy	666 Fifth Avenue 405 Howard Street						978-901-5025	978-667-9969	michaelz@orbotech.com	Company
Orrick, Herrington & Sutcliffe LLP Journal of Corrick, Herrington & Sutcliffe LLP Journal of Corrick, Herrington & Sutcliffe LLP R	rederick D. Holden, Jr., sq. onathan P. Guy	405 Howard Street		New York	NY						
Orrick, Herrington & Sutcliffe LLP Journal of Corrick, Herrington & Sutcliffe LLP Journal of Corrick, Herrington & Sutcliffe LLP R	rederick D. Holden, Jr., sq. onathan P. Guy	405 Howard Street		New York	NY						
Orrick, Herrington & Sutcliffe LLP Journal of Corrick, Herrington & Sutcliffe LLP Journal of Corrick, Herrington & Sutcliffe LLP R	rederick D. Holden, Jr., sq. onathan P. Guy	405 Howard Street		New York	NY						Counsel to America President
Orrick, Herrington & Sutcliffe LLP E: Orrick, Herrington & Sutcliffe LLP Jc Orrick, Herrington & Sutcliffe LLP R	onathan P. Guy					10103		212-506-5187	212-506-5151	aenglund@orrick.com	Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP E: Orrick, Herrington & Sutcliffe LLP Jc Orrick, Herrington & Sutcliffe LLP R	onathan P. Guy										Counsel to America President
Orrick, Herrington & Sutcliffe LLP Journal of Market Sutcliffe LLP R	onathan P. Guy			San Francisco	CA	94105		415-773-5700	415-773-5759	fholden@orrick.com	Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP R	•			Curr runoicoc	0,1	04100		410 770 0700	410 110 0100	<u>moracing ornor, com</u>	Counsel to Westwood Associates.
Orrick, Herrington & Sutcliffe LLP R	•	Columbia Center	1152 15th St NW	Washington	DC	20005-1706		202-339-8400	202-339-8500	jquy@orrick.com	Inc.
				Ü							Counsel to Westwood Associates,
Dashulaki Ctana Ziahi 9 Jar	Richard H. Wyron	Columbia Center	1152 15th St NW	Washington	DC	20005-1706		202-339-8400	202-339-8500	rwyron@orrick.com	Inc.
Pachulski Stang Ziehl & Jones		919 N. Market Street, 17th									
LLP M	Michael R. Seidl	Floor	P.O. Box 8705	Wilmington	DE	19899-8705		302-652-4100	302- 652-4400	mseidl@pszjlaw.com	Counsel for Essex Group, Inc.
Pachulski Stang Ziehl & Jones R	Robert J. Feinstein									Rfeinstein@pszilaw.com	
	an D. Scharf	780 Third Avenue, 36th Floor		New York	NY	10017-2024		212-561-7700	212-561-7777	Ischarf@pszjlaw.com	Counsel for Essex Group, Inc.
LLI	an D. Ochan	700 Tillia Avenae, 30ti Tilooi		INCW TOTA	INI	10017-2024		212-301-1100	212-301-7777	ischaritæpszjiaw.com	Counsel for Essex Group, inc.
Patterson Belknap Webb & Tyler D	David W. Dvkhouse										Attorneys for Fry's Metals Inc. and
	Phyllis S. Wallitt	1133 Avenue of the Americas		New York	NY	10036-6710		212-336-2000	212-336-2222	dwdykhouse@pbwt.com	Specialty Coatings Systems Eft
Paul, Weiss, Rifkind, Wharton & A	andrew N. Rosenberg									arosenberg@paulweiss.com	Counsel to Merrill Lynch, Pierce,
Garrison Ju	ustin G. Brass	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	jbrass@paulweiss.com	Fenner & Smith, Incorporated
1											Counsel to Noma Company and
Paul, Weiss, Rifkind, Wharton &											General Chemical Performance
Garrison D	Oouglas R. Davis	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	ddavis@paulweiss.com	Products LLC
Paul. Weiss. Rifkind. Wharton &											Counsel to Noma Company and General Chemical Performance
,	Elizabeth R. McColm	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212 757 3000	emccolm@paulweiss.com	Products LLC
Paul, Weiss, Rifkind, Wharton &	ilizabetii N. WCCOIIII	1205 Avenue of the Americas		INEW TOIK	INI	10019-0004		212-373-3000	212-737-3990	emccoim@padiweiss.com	Floducis LEC
	Stephen J. Shimshak	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3133	212-373-2136	sshimshak@paulweiss.com	Counsel to Ambrake Corporation
	'										Assistant Attorney General for
1			3030 W. Grand								State of Michigan, Department of
Peggy Housner		Cadillac Place	Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140		housnerp@michigan.gov	Treasury
1											
1											Counsel for Illinois Tool Works
											Inc., Illinois Tool Works for Hobart
											Brothers Co., Hobart Brothers Company, ITW Food Equipment
Pepe & Hazard LLP	Cristin B. Mayhew	30 Jelliff Lane		Southport	СТ	06890-1436		203_310_4022	203-250-0251	kmayhew@pepehazard.com	Group LLC and Tri-Mark, Inc.
repe & Hazard LLF	Misuii D. Mayriew	30 Sellili Larie		Southport	O1	00090-1430		203-319-4022	203-239-0231	кпаупем@ререпадаги.соп	Counsel to Capro, Ltd, Teleflex
1											Automotive Manufacturing
											Corporation and Teleflex
1			Eighteenth & Arch								Incorporated d/b/a Teleflex Morse
Pepper, Hamilton LLP A	Anne Marie Aaronson	3000 Two logan Square	Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	aaronsona@pepperlaw.com	(Capro)
											Counsel to Capro, Ltd, Teleflex
											Automotive Manufacturing
			E: 1								Corporation and Teleflex
Danier Hamilton II D	Samuela III accelli	2000 Torra la sana Carra	Eighteenth & Arch	Deilestelete	D.4	40400 0700		045 004 4000	045 004 4750	I	Incorporated d/b/a Teleflex Morse
	rancis J. Lawall Henry Jaffe	3000 Two logan Square 1313 Market Street		Philadelphia Wilmington	PA DE	19103-2799 19899-1709		215-981-4000 302-777-6500		lawallf@pepperlaw.com iaffeh@pepperlaw.com	(Capro) Counsel to SKF USA, Inc.
repper, namilion LLF	iciny Jane	13 13 Warket Street	Eighteenth & Arch	vviiiIIIIgtori	DE	19099-1709		302-111-0300	302-421-0390	<u>јаненцирерренам.сонг</u>	Course to SKF USA, IIIC.
Pepper, Hamilton LLP Li	inda J. Casey	3000 Two logan Square		Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	caseyl@pepperlaw.com	Counsel to SKF USA, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to FCI Canada, Inc.; FCI
											Electronics Mexido, S. de R.L. de
											C.V.; FCI USA, Inc.; FCI Brasil,
Diarea Atward LLD	Jacob A Manhaimar	One Manument Square		Dortland	ME	04101		207-791-1100	207 704 4250	jmanheimer@pierceatwood.co	Ltda; FCI Automotive Deutschland
Pierce Atwood LLP	Jacob A. Manheimer	One Monument Square		Portland	IVIE	04101		207-791-1100	207-791-1350	<u>III</u>	Gmbh; FCI Italia S. p.A.
											Counsel to FCI Canada, Inc.; FCI
											Electronics Mexido, S. de R.L. de
											C.V.; FCI USA, Inc.; FCI Brasil,
										kcunningham@pierceatwood.c	Ltda; FCI Automotive Deutschland
Pierce Atwood LLP	Keith J. Cunningham	One Monument Square		Portland	ME	04101		207-791-1100	207-791-1350	<u>om</u>	Gmbh; FCI Italia S. p.A.
											Counsel to Ideal Tool Company,
Pietragallo Bosick & Gordon LLP	Richard J. Parks	54 Buhl Blvd		Sharon	PA	16146		724-981-1397	724-981-1398	rjp@pbandg.com	Inc.
D''II I IN'' II OI D''II											Counsel to Clarion Corporation of
Pillsbury Winthrop Shaw Pittman LLP	Karen B. Dine	1540 Prooduces		New York	NY	10026 4020		242 959 4000	242 050 4500	karan dina Onillahundau sam	America, Hyundai Motor Company
LLP	Nateri B. Diffe	1540 Broadway		New fork	IN T	10036-4039		212-858-1000	212-000-1000	karen.dine@pillsburylaw.com	and Hyundai Motor America Counsel to MeadWestvaco
											Corporation, MeadWestvaco
											South Carolina LLC and
Pillsbury Winthrop Shaw Pittman										margot.erlich@pillsburylaw.co	MeadWestvaco Virginia
LLP	Margot P. Erlich	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500		Corporation
	3										
											Counsel to Clarion Corporation of
Pillsbury Winthrop Shaw Pittman											America, Hyundai Motor Company
LLP	Mark D. Houle	650 Town Center Drive	Ste 550	Costa Mesa	CA	92626-7122		714-436-6800	714-436-2800	mark.houle@pillsburylaw.com	and Hyundai Motor America
											Counsel to MeadWestvaco
											Corporation, MeadWestvaco
Dillahara Mirathara Cham Dittara										-i-bdiidd	South Carolina LLC and
Pillsbury Winthrop Shaw Pittman	Richard L. Epling	1540 Broadway		New York	NY	10036-4039		212 959 1000	212-858-1500	richard.epling@pillsburylaw.co	MeadWestvaco Virginia Corporation
LLF	Richard L. Epiling	1540 Bloadway		New TOIK	INT	10030-4039		212-030-1000	212-030-1300	<u> </u>	Counsel to MeadWestvaco
											Corporation, MeadWestvaco
											South Carolina LLC and
Pillsbury Winthrop Shaw Pittman											MeadWestvaco Virginia
LLP	Robin L. Spear	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	robin.spear@pillsburylaw.com	Corporation
Porzio, Bromberg & Newman,											
P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	bsmoore@pbnlaw.com	
											Counsel to Neuman Aluminum
Porzio, Bromberg & Newman,											Automotive, Inc. and Neuman
P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	jsmairo@pbnlaw.com	Aluminum Impact Extrusion, Inc.
											0
											Counsel to International Brotherood of Electrical Workers
											Local Unions No. 663; International
											Association of Machinists; AFL-
Previant, Goldberg, Uelman,	Jill M. Hartley and									jh@previant.com	CIO Tool and Die Makers Local
Gratz, Miller & Brueggeman, S.C		1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308		Lodge 78, District 10
, , , , , , , , , , , , , , , , , , , ,								34 915 684			<u> </u>
PriceWaterHouseCoopers	Enrique Bujidos	Almagro	40	Madrid		28010	Spain	356		enrique.bujidos@es.pwc.com	Representative to DASE
QAD, Inc.	Jason Pickering, Esq.	10,000 Midlantic Drive		Mt. Laurel	NJ	08054		856-840-2489	856-840-2740		Counsel to QAD, Inc.
Quadrangle Debt Recovery										andrew.herenstein@quadrangl	Counsel to Quadrangle Debt
Advisors LLC	Andrew Herenstein	375 Park Avenue, 14th Floor		New York	NY	10152		212-418-1742	866-741-2505		Recovery Advisors LLC
	D D	075 D 1 A 441 =1				10150		040 440 47:0	000 550 605	patrick.bartels@quadranglegro	
Quadrangle Group LLC	Patrick Bartels	375 Park Avenue, 14th Floor	Two North Orat	New York	NY	10152		212-418-1748	866-552-2052	up.com	Counsel to Quadrangle Group LLC
Quarles & Brady Streich Lang LLP	John A. Harria	Panaissanas Ono	Two North Central	Phooniy	AZ	85004-2391		602 220 5200	602 220 5600	ibarria@guarlag.com	Counsel to Semiconductor
LLF	John A. Harris	Renaissance One	Avenue	Phoenix	MZ	00004-2091		002-229-5200	002-229-3690	jharris@quarles.com	Components Industries, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANY	CONTACT	ABBREGOT	ADDITECT	0.1.1	UIAIL		OODITITI	THORE	1700	EMALE	Counsel to Offshore International,
											Inc.; Maquilas Teta Kawi, S.A. de
Quarles & Brady Streich Lang											C.V.; On Semiconductor
LLP	Kasey C. Nye	One South Church Street		Tucson	AZ	85701		520 770 8717	520 770 2203	knye@guarles.com	Corporation
LLF	Rasey C. Nye	One South Church Street		TUCSOIT	AZ	03701		320-770-0717	320-110-2203	knye@quaries.com	Corporation
Quarles & Brady Streich Lang											
IIP	Roy Prange	33 E Main St Ste 900		Madison	WI	53703-3095		608 283 2485	608 204 4020	rlp@guarles.com	Counsel for Flambeau Inc.
Quarles & Brady Streich Lang	rtoy i range	33 E IVIAITI OT SEC 300	Two North Central	Madison	***	33703-3033		000-203-2403	000-234-4320	inplæquaries.com	Counsel to Semiconductor
LLP	Scott R. Goldberg	Renaissance One	Avenue	Phoenix	AZ	85004-2391		602-229-5200	602 220 5600	sgoldber@guarles.com	Components Industries, Inc.
LLF	Scott IX. Goldberg	ixeriaissarice Offe	Avenue	FIIOCIIIX	72	03004-2391		002-229-3200	002-229-3090	squidber@quaries.com	Counsel to General Electric Capital
											Corporation, Stategic Asset
Reed Smith	Elena Lazarou	599 Lexington Avenue	29th Street	New York	NY	10022		212-521-5400	212 521 5450	elazarou@reedsmith.com	Finance.
Reed Silliul	Liella Lazalou	399 Lexington Avenue	23111 311661	INEW TOIK	INT	10022		212-321-3400	212-321-3430	<u>eiazarou@reedsimitir.com</u>	i illatice.
											Counsel to Microsoft Corporation;
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195		206-624-3600	206 200 1700	jshickich@riddellwilliams.com	
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	VVA	96154-1195		200-024-3000	200-369-1706	SHICKICH@Hddeilwilliams.com	Microsoft Licensing, GP Counsel to Mary P. O'Neill and
Bis also and Cootty BO	I F O#-	55 M+ M Ot+	0	Ohioon	IL	00000		040 700 4040	040 700 0047	:#@-:!#	
Rieck and Crotty PC	Jerome F Crotty	55 West Monroe Street	Suite 3390	Chicago		60603		312-726-4646			Liam P. O'Neill
Riemer & Braunstein LLP	Mark S. Scott	Three Center Plaza	0.11.000	Boston	MA	02108		617-523-9000			Counsel to ICX Corporation
Riverside Claims LLC	Holly Rogers	2109 Broadway	Suite 206	New York	NY	10023		212-501-0990	212-501-7088	holly@regencap.com	Riverside Claims LLC
L											
Robinson, McFadden & Moore,	1										Counsel to Blue Cross Blue Shield
P.C.	Annemarie B. Mathews	P.O. Box 944		Columbia	SC	29202		803-779-8900	803-771-9411	amathews@robinsonlaw.com	of South Carolina
										<pre>gregory.kaden@ropesgray.co</pre>	
Ropes & Gray LLP	Gregory O. Kaden	One International Place		Boston	MA	02110-2624		617-951-7000	617-951-7050		Attorneys for D-J, Inc.
										marc.hirschfield@ropesgray.co	
Ropes & Gray LLP	Marc E. Hirschfield	45 Rockefeller Plaza		New York	NY	10111-0087		212-841-5700	212-841-5725	<u>m</u>	Attorneys for D-J, Inc.
											Counsel to JAE Electronics, Inc.
Rosen Slome Marder LLP	Thomas R. Slome	333 Earle Ovington Boulevard	Suite 901	Uniondale	NY	11533		516-227-1600		tslome@rsmllp.com	Counsel for Pamela Gellar
											Counsel to Russell Reynolds
Russell Reynolds Associates, Inc	c. Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004		212-825-9457	212-825-9414	rtrack@msn.com	Associates, Inc.
											Counsel to Infineon Technologies
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606		312-207-1000	312-207-6400	agelman@sachnoff.com	North America Corporation
Satterlee Stephens Burke &											Counsel to Moody's Investors
Burke LLP	Christopher R. Belmonte	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	cbelmonte@ssbb.com	Service
Satterlee Stephens Burke &											Counsel to Moody's Investors
Burke LLP	Pamela A. Bosswick	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	pbosswick@ssbb.com	Service
										dweiner@schaferandweiner.co	
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<u>m</u>	Counsel to Dott Industries, Inc.
										hborin@schaferandweiner.co	
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<u>m</u>	Counsel to Dott Industries, Inc.
										rheilman@schaferandweiner.c	
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<u>om</u>	Counsel to Dott Industries, Inc.
Schiff Hardin LLP	Eugene J. Geekie, Jr.	7500 Sears Tower		Chicago	IL	60606		312-258-5635	312-258-5600	egeekie@schiffhardin.com	Counsel to Means Industries
	J , 										
											Counsel to Teachers Retirement
											System of Oklahoma; Public
							1				Employes's Retirement System of
							1				Mississippi; Raifeisen
							1				Kapitalanlage-Gesellschaft m.b.H
Schiffrin & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087	1	610-667-7056	610-667-7706	myarnoff@sbclasslaw.com	and Stichting Pensioenfords ABP
Committ & Darroway, LLF	IMIGNACI TATTION	200 mily of Frussia Mau	l .	radiioi	ı A	10001	1	0.10-001-1000	010-001-1100	myamonagouciassiaw.com	and Cashing i chalocinoida ADF

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
Cohiffein 9 Derroway LLD	Sean M. Handler	200 King of Druggia Bood		Dadner	PA	19087		640 667 7706	640 667 7056	shandler@sbclasslaw.com	Kapitalanlage-Gesellschaft m.b.H
Schiffrin & Barroway, LLP	Sean W. Handlei	280 King of Prussia Road		Radnor	FA	19067		010-007-7700	010-007-7030	SHAHGIET@SDCIASSIAW.COITI	and Stichting Pensioenfords ABP Counsel to Panasonic
											Autommotive Systems Company
Schulte Roth & Sabel LLP	James T. Bentley	919 Third Avenue		New York	NY	10022		212-756-2273	212-593-5955	james.bentley@srz.com	of America
Serialis Real & Super EE.	James 1: Bonday	0.0.1				.0022		2.2.00 22.0	2.2 000 0000	james some y (agorz.com	o. / mioned
											Counsel to Panasonic Automotive
											Systems Company of America;
Schulte Roth & Sabel LLP	Michael L. Cook	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	michael.cook@srz.com	D.C. Capital Partners, L.P.
											Counsel to D.C. Capital Partners,
Schulte Roth & Zabel LLP	Carol Weiner Levy	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	carol.weiner.levy@srz.com	L.P.
											Counsel to Murata Electronics
Sevfarth Shaw LLP	David M. Daisias, Fas	1545 Peachtree Street, N.E.	Cuito 700	Atlanta	GA	30309-2401		104 995 1500	404 902 7056	pbaisier@seyfarth.com	North America, Inc.; Fujikura America, Inc.
Seylartii Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Allania	GA	30309-2401		404-005-1500	404-692-7050	<u>pbaisier@seyiartir.com</u>	Counsel to Murata Electronics
											North America, Inc.; Fujikura
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405		212-218-5500	212-218-5526	rdremluk@seyfarth.com	America, Inc.
			Two Seaport Lane,								Counsel to le Belier/LBQ Foundry
Seyfarth Shaw LLP	William J. Hanlon	World Trade Center East	Suite 300	Boston	MA	02210		617-946-4800	617-946-4801	whanlon@seyfarth.com	S.A. de C.V.
Sheehan Phinney Bass + Green											
Professional Association	Bruce A. Harwood	1000 Elm Street	P.O. Box 3701	Manchester	NH	03105-3701		603-627-8139	603-627-8121	bharwood@sheehan.com	Counsel to Source Electronics, Inc.
											Counsel to Milwaukee Investment
Sheldon S. Toll PLLC	Sheldon S. Toll	2000 Town Center	Suite 2550	Southfield	MI	48075		248-358-2460	248-358-2740	lawtoll@comcast.net	Company
Sheppard Mullin Richter &	E : 14/ /	00 D 1 C II DI	0411 51		. D. /	10110		040 000 0000	0.40 000 0000		0 11 0 14 1
Hampton LLP	Eric Waters	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212-332-3888		Counsel to Gary Whitney Counsel to International Rectifier
Sheppard Mullin Richter & Hampton LLP	Malani J. Sternstein	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212 332 3888		Corp. and Gary Whitney
Sheppard Mullin Richter &	Ividiani J. Sternstein	30 Nockeleller Flaza	24(1111001	New TOIK	INI	10112		212-332-3000	212-332-3000	<u> </u>	Corp. and Gary Williney
Hampton LLP	Theodore A. Cohen	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	tcohen@sheppardmullin.com	Counsel to Gary Whitney
Sheppard Mullin Richter &											Counsel to International Rectifier
Hampton LLP	Theresa Wardle	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	twardle@sheppardmullin.com	Corp.
Sher, Garner, Cahill, Richter,											Counsel to Gulf Coast Bank &
Klein & Hilbert, LLC	Robert P. Thibeaux	5353 Essen Lane	Suite 650	Baton Rouge	LA	70809		225-757-2185	225-757-7674	rthibeaux@shergarner.com	Trust Company
Sher, Garner, Cahill, Richter,											Counsel to Gulf Coast Bank &
Klein & Hilbert, LLC	Robert P. Thibeaux	909 Poydras Street	28th Floor	New Orleans	LA	70112-1033		504-299-2100	504-299-2300	rthibeaux@shergarner.com	Trust Company
Sills, Cummis Epstein & Gross,		00 D 1 C II DI			.	10110		040 040 7000	040 040 0500		Counsel to Hewlett-Packard
P.C. Sills, Cummis Epstein & Gross,	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	asherman@sillscummis.com	Financial Services Company Counsel to Hewlett-Packard
P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212 643 6500	izackin@sillscummis.com	Financial Services Company
r.o.	Jack IVI. Zackili	50 Nocketeller Flaza		New TOIK	INI	10112		212-043-7000	212-043-0300	vhamilton@sillscummis.com	I mancial Services Company
Sills, Cummis Epstein & Gross,	Valerie A Hamilton									skimmelman@sillscummis.co	Counsel to Doosan Infracore
P.C.	Simon Kimmelman	650 College Rd E		Princeton	NJ	08540		609-227-4600	609-227-4646	m	America Corp.
										cfortgang@silverpointcapital.c	Counsel to Silver Point Capital,
Silver Point Capital, L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	CT	06830		203-542-4216	203-542-4100	<u>om</u>	L.P.
Smith, Gambrell & Russell, LLP	Barbara Ellis-Monro	1230 Peachtree Street, N.E.	Suite 3100	Atlanta	GA	30309		404-815-3500	404-815-3509	bellis-monro@sgrlaw.com	Counsel to Southwire Company
		800 Delaware Avenue, 7th									
Smith, Katzenstein & Furlow LLF	Kathleen M. Miller	Floor	P.O. Box 410	Wilmington	DE	19899	1	302-652-8400	3026528405	kmiller@skfdelaware.com	Counsel to Airgas, Inc.
Connoncohoin Noth 9 Described											Counsel to Molex, Inc. and INA
Sonnenschein Nath & Rosenthal LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	212-768-6900	fyates@sonnenschein.com	USA, Inc. and United Plastics Group
<u></u>	p. i aiiiigitii i ales	1221 Avenue of the Americas	47111 IUUI	IACM IOLK	INI	10020		£ 12-100-0100	£ 12-1 00-0000	iyates@sonnelistriein.toff	Οισαμ

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Sonnenschein Nath & Rosenthal			233 South Wacker								
LLP	Monika J. Machen	8000 Sears Tower	Drive	Chicago	IL	60606		312-876-8000	312-876-7934	mmachen@sonnenschein.com	Counsel to United Plastics Group
Sonnenschein Nath & Rosenthal			233 South Wacker								Counsel to Molex, Inc. and INA
LLP	Robert E. Richards	8000 Sears Tower	Drive	Chicago	IL	60606		312-876-8000	312-876-7934	rrichards@sonnenschein.com	USA, Inc.
											Counsel to Furukawa Electric Co.,
Squire, Sanders & Dempsey	D 4 D "	20011		D 1 A11		0.400.4		050 050 0500	050 040 0777		Ltd. And Furukawa Electric North
L.L.P.	Penn Ayers Butler	600 Hansen Way		Palo Alto	CA	94304		650-856-6500	650-843-8777	pabutler@ssd.com	America, APD Inc.
State of California Office of the			300 South Spring								Attorneys for the State of California Department of Toxic Substances
Attorney General	Sarah E. Morrison	Deputy Attorney General	Street Ste 1702	Los Angeles	CA	90013		213-897-2640	213-807-2802	sarah.morrison@doj.ca.gov	Control
Automicy General	Garan E. Mornson	Deputy Attorney General	Olicel Ole 1702	LOS Arigeies	OA .	30013		213-031-2040	213-037-2002	<u>saran.momson@doj.ca.gov</u>	Control
											Assistant Attorney General for
											State of Michigan, Unemployment
State of Michigan Department of	Roland Hwang										Tax Office of the Department of
Labor & Economic Growth,	Assistant Attorney										Labor & Economic Growth,
Unemployment Insurance Agency	General	3030 W. Grand Boulevard	Suite 9-600	Detroit	MI	48202		313-456-2210	313-456-2201	hwangr@michigan.gov	Unemployment Insurance Agency
										imbaumann@steeltechnologie	Counsel to Steel Technologies,
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	502-245-0542	s.com	Inc.
Stein, Rudser, Cohen & Magid LLP	Robert F. Kidd	925 Washington Street	Suite 200	Oakland	CA	94607		E40 207 226E	E40 007 0222	rkidd@srcm-law.com	Counsel to Excel Global Logistics,
LLP		825 Washington Street	Suite 200	Oakland	CA	94607		510-287-2365	510-987-8333	rkidd@srcm-iaw.com	Inc.
	Jeffrey S. Posta Michael A Spero										
	Simon Kimmelman	50 West State Street, Suite								iposta@sternslaw.com	Counsel to Doosan Infracore
Sterns & Weinroth, P.C.	Valerie A Hamilton	1400	PO Box 1298	Trenton	NJ	08607-1298		609-392-2100	609-392-7956	ispecf@sternslaw.com	America Corp.
oterns a weimoth, r.o.	Valctic A Hamilton	1400	1 O DOX 1230	TICHION	140	00007-1250		003-332-2100	003-332-7330	ispecificaterrisiaw.com	America corp.
	Chester B. Salomon, Esq										Counsel to Tonolli Canada Ltd.; VJ
	Constantine D. Pourakis,									cs@stevenslee.com	Technologies, Inc. and V.J.
Stevens & Lee, P.C.	Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505		ElectroniX, Inc.
											Counsel to Thyssenkrupp
										mshaiken@stinsonmoheck.co	Waupaca, Inc. and Thyssenkrupp
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	816-691-3495	<u>m</u>	Stahl Company
Stites & Harbison PLLC	Madison L.Cashman	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	robert.goodrich@stites.com	Counsel to Setech, Inc.
la a aa											
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	madison.cashman@stites.com	Counsel to Setech, Inc.
1											Counsel to WAKO Electronics
											(USA), Inc., Ambrake Corporation,
								502-681-0448	502-779-8274	wbeard@stites.com	and Akebona Corporation (North
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-587-3400		loucourtsum@stites.com	America)
											Counsel to 975 Opdyke LP; 1401
											Troy Associates Limited
											Partnership; 1401 Troy Associates
											Limited Partnership c/o Etkin
											Equities, Inc.; 1401 Troy
											Associates LP; Brighton Limited
											Partnership; DPS Information
											Services, Inc.; Etkin Management
											Services, Inc. and Etkin Real
Stroock & Stroock & Lavan, LLP	Kristopher M. Hansen	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	khansen@stroock.com	Properties
Taft, Stettinius & Hollister LLP	Richard L .Ferrell	425 Walnut Street	Suite 1800	Cincinnati	ОН	45202-3957		513-381-2838		ferrell@taftlaw.com	Counsel to Wren Industries, Inc.
											Counsel to Select Industries
											Corporation and Gobar Systems,
Taft, Stettinius & Hollister LLP	W Timothy Miller Esq	425 Walnut Street	Suite 1800	Cincinnati	ОН	45202		513-381-2838	513-381-0205	miller@taftlaw.com	Inc.
Tennessee Department of		c/o TN Attorney General's									
Revenue	Marvin E. Clements, Jr.	Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		615-532-2504	615-741-3334	marvin.clements@state.tn.us	Tennesse Department of Revenue

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Delphi Corporation
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
			7.557.2002								Counsel to Maxim Integrated
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	ddraper@terra-law.com	Products, Inc.
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center		New York	NY	10281		212-912-7679	212-912-7751	iforstot@tpw.com	Counsel to TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	212-912-7751	lcurcio@tpw.com	Counsel to TT Electronics, Plc
			2-Chrome, Chiyoda-						81-3-3286-	niizeki.tetsuhiro@furukawa.co.j	Legal Department of The
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	ku	Tokyo	Japan	100-8322			3919	p	Furukawa Electric Co., Ltd.
The Timpken Corporation BIC -				-	The state of the s				1-330-471-		Representative for Timken
08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	ОН	44706-0927		330-438-3000	4388	robert.morris@timken.com	Corporation
											Counsel to American Finance
											Group, Inc. d/b/a Guaranty Capital
Thelen Reid Brown Raysman &											Corporation and Oki
Steiner LLP	David A. Lowenthal	875 Third Avenue		New York	NY	10022		212-603-2000	212-603-2001	dlowenthal@thelenreid.com	Semiconductor Company
											Counsel to STMicroelectronics,
Thompson & Knight	Rhett G. Cambell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	713-654-1871	rhett.campbell@tklaw.com	Inc.
Thompson & Knight LLP	Ira L. Herman	919 Third Avenue	39th Floor	New York	NY	10022-3915		212-751-3045			Counsel to Victory Packaging
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 3300	Dallas	TX	75201-4693		214-969-1505		john.brannon@tklaw.com	Counsel to Victory Packaging
											Counsel to Royberg, Inc. d/b/a
										ephillips@thurman-	Precision Mold & Tool and d/b/a
Thurman & Phillips, P.C.	Ed Phillips, Jr.	8000 IH 10 West	Suite 1000	San Antonio	TX	78230		210-341-2020	210-344-6460	phillips.com	Precision Mold and Tool Group
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022		212-308-7400	210 011 0100	ilevi@toddlevi.com	Counsel to Bank of Lincolnwood
Tyler, Cooper & Alcorn, LLP	W. Joe Wilson	City Place	35th Floor	Hartford	CT	06103-3488		860-725-6200	860-278-3802	iwilson@tylercooper.com	Counsel to Barnes Group, Inc.
Tylci, Goopei & Alcom, EEI	VV. SOC VVIISON	Oity Flace	330111001	Tartiora	01	00103-3400		000-725-0200	000-270-3002	hzamboni@underbergkessler.	Course to Barries Group, inc.
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		585-258-2800	585 258 2821	com	Counsel to McAlpin Industries, Inc.
Oliderberg & Ressier, LLF	Heleff Zambom	300 Bauscii & Loilib Flace		Nochester	INI	14004		303-230-2000	303-230-2021	COIII	Counsel to Union Pacific Railroad
Union Pacific Railroad Company	Many Ann Kilgara	1400 Douglas Street	MC 1580	Omaha	NE	68179		402-544-4195	400 504 0407	mkilgore@UP.com	Company
Union Pacific Railroad Company	Mary Arm Kilgore	1400 Douglas Street	IVIC 1360	Omana	INE	00179		402-344-4193	402-501-0127	mkilgore@OP.com	Company
Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 352	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	msmcelwee@varnumlaw.com	Co-Counsel to Tower Automotive, Inc.
											Counsel to Capital Research and
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	EAKleinhaus@wlrk.com	Management Company
											Counsel to Capital Research and
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	RGMason@wlrk.com	Management Company
Waller Lansden Dortch & Davis,		54411 : 01 1	0 11 0700			07040		045 044 0000	045 044 0004		Counsel to Nissan North America,
PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804		Inc.
Waller Lansden Dortch & Davis,	B	54411 : 01 1	0 11 0700			07040		045 044 0000	045 044 0004	robert.welhoelter@wallerlaw.c	Counsel to Nissan North America,
PLLC	Robert J. Welhoelter, Esc	1.511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<u>om</u>	Inc.
M/ N 0 1dd 1 1 D	Oradon I Torrino	000 Fifth Third Country	111 Lyon Street,	One and Deniste		40500		040 750 0405	040 000 0405		Counsel to Robert Bosch
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	gtoering@wnj.com	Corporation
		0000 T	0 11 0700	0 " 5 " 1		10075		040 704 5404	0.40.000.0004		Counsel to Compuware
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	mcruse@wnj.com	Corporation
			111 Lyon Street,								
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	N.W.	Grand Rapids	MI	49503		616-752-2158		growsb@wnj.com	Counsel to Behr Industries Corp.
Weiland, Golden, Smiley, Wang										l	Counsel to Toshiba America
Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626		714-966-1000	714-966-1002	lekvall@wgllp.com	Electronic Components, Inc.
[
Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	aordubegian@weineisen.com	Counsel to Orbotech, Inc.
Weltman, Weinberg & Reis Co.,											Counsel to Seven Seventeen
L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	ОН	43215		614-857-4326	614-222-2193		Credit Union
	Glenn Kurtz									gkurtz@ny.whitecase.com guzzi@whitecase.com	
1	Gerard Uzzi									dbaumstein@ny.whitecase.co	Counsel to Appaloosa
White & Case LLP	Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		<u>m</u>	Management, LP
	Thomas Lauria		200 South Biscayne							tlauria@whitecase.com	Counsel to Annalossa
White & Case LLP	Frank Eaton	Wachovia Financial Center		Miami	FL	22424		205 274 2700	205 250 5744		Counsel to Appaloosa
	IEISUK ESTOD	ivvacionia Financiai Center	Blvd., Suite 4900	Miami	IFL	33131	1	305-371-2700	1303-358-5/44	nearon@miami.wnitecase.com	iivianaoement LP

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Schunk Graphite
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	barnold@whdlaw.com	Technology
Wickens Herzer Panza Cook &											Counsel for Delphi Sandusky
Batista Co	James W Moennich Esq	35765 Chester Rd		Avon	ОН	44011-1262		440-930-8000	440-930-8098	imoennich@wickenslaw.com	ESOP
											Counsel to National Instruments
Winstead Sechrest & Minick P.C.	R. Michael Farquhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270		214-745-5400	214-745-5390	mfarquhar@winstead.com	Corporation
Winthrop Couchot Professional										mwinthrop@winthropcouchot.c	
Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<u>om</u>	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional										sokeefe@winthropcouchot.co	
Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<u>m</u>	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge &											
Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	lpinto@wcsr.com	Counsel to Armacell
											Counsel to Toyota Tsusho
											America, Inc. and Karl Kufner, KG
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	pjanovsky@zeklaw.com	aka Karl Kuefner, KG
											Counsel to Toyota Tsusho
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	America, Inc.

EXHIBIT I

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
		259 Radnor-Chester				19087-		
Airgas, Inc.	David Boyle	Road, Suite 100	P.O. Box 6675	Radnor	PA	8675	610-230-3064	Counsel to Airgas, Inc.
		34385 Twelve Mile						Vice President of Administration for
Akebono Corporation North America	Alan Swiech	Road		Farminton Hills	MI	48331	248-489-7406	Akebono Corporation
Angelo, Gordon & Co.	Leigh Walzer	245 Park Avenue	26th Floor	New York	NY	10167	212-692-8251	
	Andy Leinhoff	1301 S. Capital of						
APS Clearing, Inc.	Matthew Hamilton	Texas Highway	Suite B-220	Austin	TX	78746	512-314-4416	Counsel to APS Clearing, Inc.
								Counsel to Kamax L.P.; Optrex America,
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226	313-496-1200	Inc.
								Counsel to Universal Tool & Engineering
Bingham McHale LLP	Michael J Alerding	10 West Market Street	Suite 2700	Indianapolis	IN	46204	317-635-8900	co., Inc. and M.G. Corporation
2ga 2	inneriae: e 7 meranig	1433 Seventeenth	04.10 2.100	a.a.rapono		.020.	0.1. 000 0000	co., mer and mer corporation
Cage Williams & Abelman, P.C.	Steven E. Abelman	Street		Denver	СО	80202	303-295-0202	Counsel to United Power, Inc.
Cage Williams & Abelman, 1 .O.	Oleven E. Abelman	Olicci		Denver	00	00202	303-233-0202	Counsel to Computer Patent Annuities
								Limited Partnership, Hydro Aluminum
								North America, Inc., Hydro Aluminum
								Adrian, Inc., Hydro Aluminum Precision
								Tubing NA, LLC, Hydro Alumunim Ellay
								Enfield Limited, Hydro Aluminum
	Danatha II Maninia							Rockledge, Inc., Norsk Hydro Canada,
0.1: (6.014.1.11	Dorothy H. Marinis-	440 5 4 454 04 4	470 51		ND /	10017	040 000 0000	Inc., Emhart Technologies LLL and Adell
Calinoff & Katz, LLp	Riggio	140 East 45th Street	17th Floor	New York	NY	10017	212-826-8800	Plastics, Inc. Counsel to Averitt Express, Inc.
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	,
								Counsel to Harco Industries, Inc.; Harco
								Brake Systems, Inc.; Dayton Supply & Tool
Coolidge, Wall, Womsley & Lombard Co. LPA	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	ОН	45402	937-223-8177	Coompany
								Counsel to Harco Industries, Inc.; Harco
				_				Brake Systems, Inc.; Dayton Supply & Tool
Coolidge, Wall, Womsley & Lombard Co. LPA	Sylvie J. Derrien	33 West First Street	Suite 600	Dayton	ОН	45402	937-223-8177	Coompany
								Counsel to Flextronics International, Inc.,
								Flextronics International USA, Inc.; Multek
								Flexible Circuits, Inc.; Sheldahl de Mexico
						40470		S.A.de C.V.; Northfield Acquisition Co.;
		404 5 4 4				10178-		Flextronics Asia-Pacific Ltd.; Flextronics
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	0061	212-696-8898	Technology (M) Sdn. Bhd
								Counsel to Flextronics International, Inc.,
								Flextronics International USA. Inc.: Multek
						10178-		Flexible Circuits, Inc.; Sheldahl de Mexico
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	0061	212-696-6065	S.A.de C.V.; Northfield Acquisition Co.
Out tie, ividilet-F1640st, Out & iviosie LLF	David O. Naip	TOT FAIR AVEILUE		INGW IOIN	INI	0001	212-030-0000	Counsel to DaimlerChrysler Corporation;
						48326-		DaimlerChrylser Motors Company, LLC;
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	МІ	48326- 2766	248-576-5741	DaimlerChrylser Motors Company, LLC; DaimlerChrylser Canada, Inc.
Dannieroni ysier Corporation	KIIII KUID	GIIVIO 400-10-02	1000 Chiryslei Dilve	Aubuiii Fillis	IVII	2100	240-3/0-3/41	Daimieroni yiser Gariada, iric.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
		630 Third Avenue, 7th						Counsel to Tyz-All Plastics, Inc.; Co-
DiConza Law, P.C.	Gerard DiConza, Esq.	Floor		New York	NY	10017	212-682-4940	Counsel to Tower Automotive, Inc.
5		39577 Woodward Ave						Attorneys for Tremond City Barrel Fill PRP
Dykema Gossett PLLC	Brendan G Best Esq	Ste 300		Bloomfield Hills	MI	48304	248-203-0523	Group Counsel to Tremont City Barrel Fill PRP
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606	312-627-2171	Group
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603	312-346-7500	Counsel to Aluminum International, Inc.
- ugo: : iubo: 120				ocago		00000	0.20.0.000	
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Counsel to Ryder Integrated Logistics, Inc.
								Counsel to Teachers Retirement System
								of Oklahoma; Public Employes's
		1201 North Market						Retirement System of Mississippi;
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	Street	Suite 2100	Wilmington	DE	19801	302-622-7000	Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Grant & Lisenholer F.A.	Geoffiey C. Jaivis	Sirect	Suite 2 100	vviiiiiiigtoii	DL	19001	302-022-7000	III.b.I I and Stichting Fensioemords Abi
Heller Ehrman LLP	Carren Shulman	Times Square Tower	Seven Times Square	New York	NY	10036	212-832-8300	Counsel to @Road, Inc.
		•				48304-		Intellectual Property Counsel for Delphi
Howard & Howard Attorneys PC	Lisa S Gretchko	39400 Woodward Ave	Ste 101	Bloomfield Hills	MI	5151	248-723-0396	Corporation, et al.
		3101 Tower Creek	Ste 600 One Tower					
Howick, Westfall, McBryan & Kaplan, LLP	Louis G. McBryan	Parkway	Creek	Atlanta	GA	30339	678-384-7000	Counsel to Vanguard Distributors, Inc.
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	Counsel to ZF Group North America Operations, Inc.
nunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	ОП	43024	419-255-4500	Counsel to ZF Group North America
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	Operations, Inc.
	Beth Klimczak,							
Jason, Inc.	General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		General Counsel to Jason Incorporated
								Counsel to Peggy C. Brannon, Bay County
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401	850-763-8421	Tax Collector
Kallay Dryg 9 Marran II D	Mark I. Dana	101 Dark Avenue		Naw Yark	NIX	10170	242 000 7000	Counsel to the Pension Benefit Guaranty
Kelley Drye & Warren, LLP	Mark I. Bane	101 Park Avenue		New York	NY	10178	212-808-7800	Corporation Counsel to the Pension Benefit Guaranty
Kelley Drye & Warren, LLP	Mark. R. Somerstein	101 Park Avenue		New York	NY	10178	212-808-7800	Corporation
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	H. Slayton Dabney, Jr.	1185 Avenue of the						
King & Spalding, LLP	Bill Dimos	Americas		New York	NY	10036	212-556-2100	Counsel to KPMG LLP
		The Brandywine	1000 West Street,					
Klett Rooney Lieber & Schorling	DeWitt Brown	Building	Suite 1410	Wilmington	DE	19801	(302) 552-4200	Counsel to Entergy
Klett Rooney Lieber & Schorling	Eric L. Schnabel	The Brandywine Building	1000 West Street, Suite 1410	Wilmington	DE	19801	(302) 552-4200	Counsel to Entergy
Latham & Watkins	John W. Weiss	885 Third Avenue	Suite 1410	New York	NY	10022	212-906-1200	UCC Professional
Latinani & Wattinis	JOHN VV. VVCISS	OOD THIIU AVEHUE		INGW TOIN	141	10022	212-300-1200	Counsel to Sedgwick Claims Management
						10022-		Services, Inc. and Methode Electronics,
Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	4802	212-812-8340	Inc.
						23219-		Counsel to Siemens Logistics Assembly
McGuirewoods LLP	Elizabeth L. Gunn	One James Center	901 East Cary Street	Richmond	VA	4030	804-775-1178	Systems, Inc.

In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
	Metro-Dade Paralegal							Paralegal Collection Specialist for Miami-
Miami-Dade County Tax Collector	Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Dade County
								Counsel to Computer Patent Annuities
								Limited Partnership, Hydro Aluminum
								North America, Inc., Hydro Aluminum
								Adrian, Inc., Hydro Aluminum Precision
								Tubing NA, LLC, Hydro Alumunim Ellay Enfield Limited, Hydro Aluminum
								Rockledge, Inc., Norsk Hydro Canada,
								Inc., Emhart Technologies LLL and Adell
Miles & Stockbridge, P.C.	Kerry Hopkins	10 Light Street		Baltimore	MD	21202	410-385-3418	Plastics, Inc.
	Elizabeth L.							
Norris, McLaughlin & Marcus	Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	Counsel to Rotor Clip Company, Inc.
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	ОН	44114	216-586-3939	Counsel to WL. Ross & Co., LLC
OID - unles Ketters 0 Mars du	Mish and O. Manaka	404 NL Olavis Otros et	0	05:		00004	240 040 0000	Counsel to Ameritech Credit Corporation
O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street 1285 Avenue of the	Suite 2230	Chicago	IL	60601 10019-	312-849-2020	d/b/a SBC Capital Services Counsel to Ambrake Corporation; Akebono
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	Americas		New York	NY	6064	212-373-3157	Corporation Corporation, Akebonic
Pickrel Shaeffer & Ebeling	Sarah B. Carter Esq	2700 Kettering Tower		Dayton	OH	45423		Co.po.auc.
	'	· ·		,				Corporate Secretary for Professional
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	Technologies Services
D 10 W		0 0 6 10	=					Counsel to Jason Incorporated, Sackner
Reed Smith	Richard P. Norton	One Riverfront Plaza	1st Floor	Newark	NJ	07102	973-621-3200	Products Division Counsel to Republic Engineered Products,
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	ОН	44333	330-670-3004	Inc.
Trepublic Engineered Froducts, Inc.	эозерн царшэку	3770 Lilibassy Faikway		ARIOII	011	44333	330-070-3004	Counsel to Brembo S.p.A; Bibielle S.p.A.;
Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	AP Racing
				Ŭ				Counsel to Infineon Technologies North
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	America Corporation
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	МІ	48304	248-540-3340	Counsel to Dott Industries, Inc.
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower	Suite 100	Chicago	IL	60066	312-258-5500	Counsel to Means Industries
OSIMI FIGURE EEI	William I. Romi	occo coare rewer		Ormougo		00000	0.12 200 0000	Councer to Mount induction
						06103-		Counsel to Fortune Plastics Company of
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	1919	860-251-5811	Illinois, Inc.; Universal Metal Hose Co.,
	Lloyd B. Sarakin -							
Comy Floatronics Inc	Chief Counsel,	1 Camus Drives	MD #4 E 4	Dark Didge	NI I	07050	204 020 7402	Coursel to Conv. Floatronics. Inc.
Sony Electronics Inc.	Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483	Counsel to Sony Electronics, Inc. Counsel to Furukawa Electric Co., Ltd. And
						94111-		Furukawa Electric North America, APD
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	3492		Inc.
								Counsel to Bing Metals Group, Inc.;
								Gentral Transport International, Inc.;
								Crown Enerprises, Inc.; Economy
		24901 Northwestern						Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal
Steinberg Shapiro & Clark	Mark H. Shapiro	Highway	Suite 611	Southfield	МІ	48075	248-352-4700	Truckload Services, Inc.
C.C	mark in Shapiro			Joanniola	1.711	10070	= 10 002 47 00	

In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

05-44481-rdd Doc 12795 Filed 02/22/08 Entered 02/22/08 03:13:39 Main Document Pg 132 of 237 Delphi Corporation 2002 List Main Document

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
								Counsel to 975 Opdyke LP; 1401 Troy
								Associates Limited Partnership; 1401 Troy
								Associates Limited Partnership c/o Etkin
								Equities, Inc.; 1401 Troy Associates LP;
								Brighton Limited Partnership; DPS
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038	212-806-5400	Information Services, Inc.; Etkin Management Services, Inc. a
Stroock & Stroock & Lavair, ELF	Joseph G. Millias	The Washington	3000 K Street, N.W.	INEW TOIK	INI	10030	212-000-3400	ivianagement Services, inc. a
Swidler Berlin LLP	Robert N. Steinwurtzel	<u> </u>	Suite 300	Washington	DC	20007	202-424-7500	Attorneys for Sanders Lead Co., Inc.
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	Conflicts counsel to Debtors
	0 , 1							
	Allied Industrial and							Counsel to United Steel, Paper and
	Service Workers, Intl							Forestry, Rubber, Manufacturing, Energy,
United Steel, Paper and Forestry, Rubber,	Union (USW), AFL-		Five Gateway Center					Allied Industrial and Service Workers,
Manufacturing, Energy	CIO	David Jury, Esq.	Suite 807	Pittsburgh	PA	15222	412-562-2549	International Union (USW), AFL-CIO
			D D 1000			43216-		
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	ОН	1008	614-464-6422	
Varia Catar Common and Bases II B	Tiffony Chrolow Cobb	EQ Foot Cov Ctroot		Calumbus	ОН	40045	644 464 9333	Counsel to America Online, Inc. and its
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	ОН	43215	614-464-8322	Subsidiaries and Affiliates
								Counsel to Electronic Data Systems Corp.
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	and EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekvall & Strok,								Counsel to Toshiba America Electronic
LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626	714-966-1000	Components, Inc.
								Counsel to National Instruments
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701	512-370-2800	Corporation
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	Counsel to WL. Ross & Co., LLC

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EXHIBIT J

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF ADJOURNMENT OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOFS OF CLAIM NUMBERS 15679 AND 15681 (FRY'S METALS, INC., A COOKSON ELECTRONICS COMPANY)

PLEASE TAKE NOTICE that on May 22, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 15679 (the "Proof Of Claim No. 15679") and proof of claim number 15681 ("Proof Of Claim No. 15681," and together with Proof Of Claim No. 15679, "the Proofs Of Claim") filed by Fry's Metals Inc., A Cookson Electronics Company ("Fry's Metals") pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 7999).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089) (the "Order") and the Second Supplemental Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered November 20, 2007 (Docket No. 10994), a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proofs of Claim was scheduled for January 31, 2008, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE on January 2, 2008, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Numbers. 15679 And 15681 (Fry's Metals Inc., A Cookson Electronics Company) (Docket No. 11640) scheduling a claims objection hearing for purposes of holding an evidentiary hearing on the merits of the Proofs of Claim for February 7, 2008, at 10:00 a.m. (prevailing Eastern time) in the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, the Claims

Objection Hearing for purposes of holding an evidentiary hearing on the merits of the Proofs of

Claim is hereby adjourned to February 20, 2008, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order unless such procedures are modified in accordance with Paragraph 9(k) thereof. Those deadlines calculated based on the hearing date or the notice date shall be calculated based on the February 20, 2008 hearing date or the January 9, 2008 notice date, as applicable, rather than the original January 31, 2008 hearing date or the original November 27, 2007 notice date. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proofs of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimants.

Dated: New York, New York January 9, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John K. Lyons
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT	Γ
SOUTHERN DISTRICT OF NEW YORK	

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS

("CLAIM OBJECTION PROCEDURES ORDER")

Upon the Motion For Order Pursuant To 11 U.S.C. §§ 502(b) And 502(c) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Disallowance Or Estimation Of Claims And (ii) Certain Notices And Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims, dated October 31, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and upon the objections to the Motion and the record of the hearing held on the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

- A. Proper, timely, adequate, and sufficient notice of the Motion has been provided, such notice was good, sufficient and appropriate under the particular circumstances, and no other or further notice of the Motion is or shall be required.
- B. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.
- C. The relief requested in the Motion and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases (the "Claims Hearing Dates"), to be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by the Court. The following dates and times have been scheduled as Claims Hearing Dates in these chapter 11 cases:

December 13, 2006 at 10:00 a.m. (prevailing Eastern time)

January 12, 2007 at 10:00 a.m. (prevailing Eastern time)

February 14, 2007 at 10:00 a.m. (prevailing Eastern time)

March 1, 2007 at 10:00 a.m. (prevailing Eastern time)

Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

March 21, 2007 at 10:00 a.m. (prevailing Eastern time) April 5, 2007 at 10:00 a.m. (prevailing Eastern time) April 27, 2007 at 10:00 a.m. (prevailing Eastern time) May 10, 2007 at 10:00 a.m. (prevailing Eastern time) May 24, 2007 at 10:00 a.m. (prevailing Eastern time) June 1, 2007 at 10:00 a.m. (prevailing Eastern time) June 14, 2007 at 10:00 a.m. (prevailing Eastern time) June 22, 2007 at 10:00 a.m. (prevailing Eastern time) July 12, 2007 at 10:00 a.m. (prevailing Eastern time) July 20, 2007 at 10:00 a.m. (prevailing Eastern time) August 2, 2007 at 10:00 a.m. (prevailing Eastern time) August 17, 2007 at 10:00 a.m. (prevailing Eastern time) August 30, 2007 at 10:00 a.m. (prevailing Eastern time) September 28, 2007 at 10:00 a.m. (prevailing Eastern time) October 11, 2007 at 10:00 a.m. (prevailing Eastern time) October 26, 2007 at 10:00 a.m. (prevailing Eastern time) November 8, 2007 at 10:00 a.m. (prevailing Eastern time) November 30, 2007 at 10:00 a.m. (prevailing Eastern time) December 6, 2007 at 10:00 a.m. (prevailing Eastern time)

2. Any response to a claims objection or an omnibus claims objection (a "Response") must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the seventh calendar day prior to the Omnibus Hearing for which the relevant claims objection or omnibus claims objection is scheduled.

- 3. Every Response must contain at a minimum the following:
 - (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant (each holder of a proof of claim, a "Claimant") and a brief description of the basis for the amount of the claim;
- (c) a concise statement setting forth the reasons why the claim should not be disallowed, expunged, reduced, or reclassified, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the claims objection;
- (d) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; <u>provided</u>, <u>however</u>, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; <u>provided further</u>, <u>however</u>, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be

confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints;

- (e) to the extent that the claim is contingent or fully or partially unliquidated, the amount that the Claimant believes would be the allowable amount of such claim upon liquidation of the claim or occurrence of the contingency, as appropriate; and
- (f) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the claim.
- 4. Only those Responses made in writing and timely filed and received will be considered by the Court. If a Claimant whose proof of claim is subject to a claims objection and who is served with the relevant claims objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Debtors may present to the Court an appropriate order seeking relief with respect to such claim consistent with the relief sought in the relevant claims objection without further notice to the claimant, provided that, upon entry of such an order, the claimant shall receive notice of the entry of such order as provided below; provided, however, that if the claimant files a timely Response, which does not include the required minimum information provided in paragraph 3 above, the Debtors shall seek disallowance and expungement of the relevant claim or claims only in accordance with the Claims Hearing Procedures provided in paragraph 9 below.
- 5. To the extent that a Response is filed with respect to any claim listed in a claims objection (each, a "Contested Claim"), each such Claim and the objection to such Claim asserted in the claims objection shall be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.
- 6. The Debtors are hereby authorized and directed to serve each Claimant whose proof of claim is listed in any omnibus claims objection with (a) a personalized Notice Of Objection To Claim which specifically identifies the Claimant's proof of claim that is subject to objection and the basis for such objection and (b) a complete copy of the relevant omnibus

claims objection without exhibits. Service of omnibus claims objections in such manner shall constitute good and sufficient notice and no other or further notice to claimants of an omnibus claims objection shall be required.

- authorized and directed to serve all orders entered with respect to any omnibus claims objections, including exhibits, upon only the master service list and the 2002 list. The Claims Agent is hereby further authorized and directed to serve all claimants whose proofs of claim are the subject of an order entered with respect to an omnibus claims objection with a copy of such order, without exhibits, and a personalized Notice Of Entry Of Order in the form attached hereto as Exhibit A specifically identifying such Claimant's proof of claim that is subject to the order, the Court's treatment of such proof of claim, and the basis for such treatment, and advising the Claimant of its ability to view the order with exhibits free of charge on the Debtors' Legal Information Website. Without limiting the foregoing, the Court hereby directs the Claims Agent to serve the First Omnibus Claims Order in the manner provided hereby.
- 8. Any order entered by the Court with respect to an objection asserted in an omnibus claims objection shall be deemed a separate order with respect to each claim covered by such order.
- 9. The following procedures shall apply with respect to the determination of Contested Claims (the "Claims Hearing Procedures"):

(a) Adjournment Of Claims Hearing.

(i) All Contested Claims for which a timely Response is filed shall be automatically adjourned to a future hearing, the date of which shall be determined by the Debtors, in their sole discretion, by serving the Claimant with notice as provided herein. The Debtors may send such notice to each Claimant when they deem it appropriate to do so, subject to the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any further order of this Court.

The Debtors shall schedule the further hearing upon each Contested Claim to a Claims Hearing of the Debtors' election:

- (A) for a non-evidentiary hearing to address the legal sufficiency of the particular proof of claim and whether the proof of claim states a claim against the asserted Debtor under Bankruptcy Rule 7012 (a "Sufficiency Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit B (a "Notice Of Sufficiency Hearing") and a copy of this Order at least 20 business days prior to the date of such Sufficiency Hearing, or
- (B) for an evidentiary hearing on the merits of such Contested Claim (a "Claims Objection Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit C (a "Notice Of Claims Objection Hearing" and, collectively with the Notice of Sufficiency Hearing, the "Notices of Hearing") and a copy of this Order at least 65 calendar days prior to the date of such Claims Objection Hearing.
- (ii) The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the Claimant at least five business days prior to the date of the scheduled hearing; <u>provided</u>, <u>however</u>, that the hearing on any Contested Claim shall not be adjourned for more than a total of 180 calendar days from date of service of the initial Notice of Hearing set forth in paragraph 9(a)(i)(A) and (B) above without consent of the Claimant with respect thereto, unless otherwise ordered by the Court.

(b) Sufficiency Hearing Procedures.

- (i) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Debtors wish to file a supplemental pleading, they shall file and serve their pleading no later than ten calendar days before the scheduled Sufficiency Hearing. The supplemental pleading shall not exceed fifteen single-sided, double-spaced pages.
- (ii) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Claimant wishes to file a supplemental response, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing. The supplemental response shall not exceed fifteen single-sided, double-spaced pages.
- (iii) To the extent that this Court determines upon conclusion of the Sufficiency Hearing that a Contested Claim cannot be disallowed in whole or in part without further proceedings, the Debtors shall provide to the Claimant a Notice Of Claims Objection Hearing pursuant to the procedures set forth above.

(c) Mandatory Meet And Confer.

(i) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), (B) the Claimant (if an individual) or the Claimant's principal place of

business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, and (C) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold an in-person meet and confer (an "In-Person Meet and Confer") at a neutral location in Troy, Michigan, or such other location as is reasonably acceptable to the Debtors, within ten business days of service of the Notice Of Claims Objection Hearing.

- (ii) If (A) (1) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000, (2) a Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, or (3) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, and (B) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold a telephonic meet and confer (a "Telephonic Meet and Confer" and, collectively with In-Person Meet and Confers, the "Meet and Confers") within ten business days of service of the Notice Of Claims Objection Hearing.
- (iii) The following representatives of each of the Debtors and the Claimant shall attend the Meet and Confer: (A) counsel for each of the parties, except for a Claimant proceeding <u>pro se</u>, who shall be prepared to discuss the matter described in paragraph 9 (k) below, and (B) a person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of the Debtors and the Claimant, respectively; <u>provided</u>, <u>however</u>, that counsel for each of the parties may participate in the Meet and Confer telephonically.
- (iv) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Meet and Confer in good faith.
- (d) <u>Debtors' Statement Of Disputed Issues</u>. Within five business days after service of the Notice Of Claims Objection Hearing, the Debtors shall file and serve a written statement of disputed issues (the "Statement Of Disputed Issues") upon the Claimant. The Statement Of Disputed Issues shall contain a concise statement summarily setting forth the primary reasons why the claim should be disallowed, expunged, reduced, or reclassified as set forth in the claims objection, including, but not limited to, the material factual and legal bases upon which the Debtors will rely in prosecuting the claims objection, without prejudice to the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Contested Claim. The Statement of Disputed Issues shall also include documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim, without prejudice to the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim; <u>provided</u>, <u>however</u>, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Statement of Disputed Issues; <u>provided further</u>, <u>however</u>, that the Debtors shall disclose to the Claimant all information and

provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected, subject to appropriate confidentiality constraints.

- (e) <u>Claimant's Supplemental Response</u>. The following procedures apply to the Claimant's written supplemental response (the "Supplemental Response"), subject to modification pursuant to paragraph 9(k), filed in connection with a Claims Objection Hearing for a Contested Claim:
- (i) The Claimant may file and serve its Supplemental Response (with a copy to chambers) no later than 30 business days prior to commencement of the Claims Objection Hearing. The Supplemental Response shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Claimant relies on exhibits, the Claimant shall include such exhibits in its Supplemental Response (other than those previously included with either its Proof of Claim or its Response); provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Contested Claim, subject to appropriate confidentiality constraints. The Claimant shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Response, as appropriate.
- (iii) The Supplemental Response may include affidavits or declarations from no more than two witnesses setting forth the basis of the Contested Claim and evidence supporting the Contested Claim; provided, however, that if the Claimant intends to call a person not under such Claimant's control at the hearing, the Claimant shall, in lieu of an affidavit or declaration of such person, identify such person, the Claimant's basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, such affiant or declarant's affidavit or declaration shall be stricken. The Claimant shall not be permitted to elicit any direct testimony at the Claims Objection Hearing; instead, the affidavit or declaration submitted with the Supplemental Response, or such witnesses' deposition transcript if the witnesses were not under the Claimant's control, shall serve as the witnesses' direct testimony and the Debtors may cross examine the witnesses at the Claims Objection Hearing, or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Claimant.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Claimant timely filed a Supplemental Response, the Claimant may file and serve (with a copy to chambers) an amended Supplemental Response and a supplemental affidavit or declaration on behalf of each of its witnesses solely for the purpose of supplementing the Supplemental Response and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Response shall be subject to the page limitations set forth above.

- (f) <u>Debtors' Supplemental Reply</u>. The following procedures shall apply to the Debtors' written supplemental reply, if any (the "Supplemental Reply"), subject to modification pursuant to paragraph 9(k) below, filed in connection with a Claims Objection Hearing with respect to a Contested Claim:
- (i) The Debtors may file and serve (with a copy to chambers) a Supplemental Reply no later than 20 business days prior to commencement of the Claims Objection Hearing. The Supplemental Reply shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Debtors rely on exhibits, the Debtors shall include such exhibits in their Supplemental Reply (other than those previously included with either their objection or reply); provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Reply; provided further, however, that the Debtors shall disclose to the Claimant all information and provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected and upon which the Debtors intend to rely in support of their objection, subject to appropriate confidentiality constraints. The Debtors shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Reply.
- (iii) The Supplemental Reply may include affidavits or declarations from no more than two witnesses setting forth the Debtors' basis for objecting to the Contested Claim and evidence in support of such objection to the Contested Claim; provided, however, that if the Debtors intend to call a person not under the Debtors' control at the hearing, the Debtors shall, in lieu of an affidavit or declaration of such person, identify such person, the Debtors' basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, as appropriate, such affiant or declarant's affidavit or declaration shall be stricken. The Debtors shall not be permitted to elicit any direct testimony at the Claims Objection Hearing, instead, the affidavit or declaration submitted with the Supplemental Reply, or such witnesses' deposition transcript if the witnesses were not under the Debtors' control, shall serve as the witnesses' direct testimony and the Claimant may cross examine the witnesses at the Claims Objection Hearing or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Debtors.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Debtors timely filed a Supplemental Reply, the Debtors may file and serve (with a copy to chambers) an amended Supplemental Reply and a supplemental affidavit or declaration on behalf of each of their witnesses solely for the purpose of supplementing the Supplemental Reply and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Reply shall be subject to the page limitations set forth above.
- (g) <u>Mandatory Non-Binding Summary Mediation</u>. Except as set forth below, at least 15 business days prior to commencement of the Claims Objection Hearing, the Debtors and the Claimant shall submit to mandatory non-binding summary mediation (each, a

"Mediation") in an effort to consensually resolve the Contested Claim. The Mediation shall be governed by General Order M-143 except as follows. The following procedures shall apply to each Mediation, subject to modification pursuant to paragraph 9(k) below:

- (i) Each Mediation shall be assigned to one of the mediators listed by the Debtors on Exhibit D hereto (each, a "Mediator"). The Debtors and the Claimant shall agree upon the Mediator at the Meet and Confer; provided that, if the Debtors and the Claimant are unable to agree upon a Mediator, the parties shall promptly report such inability to agree to the Court.
- (ii) The Mediator shall not have the authority to require either the Debtors or the Claimant to provide any additional briefing with respect to the Mediation.
- (iii) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000) and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, the Mediation shall be held at a neutral location in Troy, Michigan.
- (iv) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, the Mediation shall be held at a neutral location reasonably acceptable to the Debtors and the Claimant; provided that, if the Debtors and the Claimant are unable to agree upon a neutral location at the Meet and Confer, the parties shall promptly report such inability to agree to the Court.
- (v) If (A) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000 or (B) the Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, participation in Mediation shall be voluntary and any Mediation may be held telephonically at either the Debtors' or the Claimant's request.
- (vi) A person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of each of the Debtors and the Claimant shall attend an in-person Mediation or participate in a telephonic Mediation, if any; provided, however, that the Debtors' counsel will not be precluded from attending and participating in a Mediation in the event that the claimant elects not to have its counsel attend or participate in a Mediation.
- (vii) Absent consent of each of the Claimant and the Debtors, the length of the Mediation shall be limited to one day.

- (viii) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Mediation in good faith.
- (ix) The Debtors and the Claimant shall each bear its own costs in participating in the Mediation. The Debtors are hereby authorized to pay the Mediator's fees.
- (h) <u>Claims Objection Hearing Discovery</u>. If a Claims Objection Hearing is scheduled for a particular Contested Claim, the Debtors and the Claimant shall be bound by the following discovery procedures, which shall otherwise be governed by the Bankruptcy Rules, subject to modification pursuant to paragraph 9(k) below:
- (i) No later than five business days after service of the Supplemental Response, the Debtors may request:
- (A) That the Claimant produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Claimant respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Claimant respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (ii) No later than five business days after service of the Supplemental Reply, the Claimant may request:
- (A) That the Debtors produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Debtors respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Debtors respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (iii) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Debtors may, at their election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Claimant's Supplemental Response. Each deposition shall not exceed three hours.

- (iv) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Claimant may, at its election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Debtors' Supplemental Reply. Each deposition shall not exceed three hours.
- (v) Except as provided in paragraph 9(g)(vi) above, nothing in this Order alters any obligation of opposing counsel with regard to communications with non-counsel opponents or any applicable law regarding corporations or other business entities to be represented by counsel.
- (i) Conduct Of The Claims Objection Hearing. The Debtors and the Claimant shall each be permitted, subject to modification pursuant to paragraph 9(k) below, no more than one hour to present their respective cases, inclusive of time cross-examining their opponent's witnesses and making argument to the Court. The parties shall coordinate with each other in advance of the hearing with respect to, joint exhibit binders, stipulated admission of evidence, anticipated disputes regarding the admission of particular evidence and any designated deposition testimony.
- Estimation Based Upon Claimant's Asserted Estimated Amount. To the (i) extent that a Contested Claim would be subject to estimation pursuant to section 502(c) of the Bankruptcy Code and the Debtors have sought authority to estimate such Contested Claim pursuant to an omnibus claims objection and/or a motion to estimate claims, if the Claimant has filed a Response in accordance with the procedures outlined above which (i) acknowledges that the Contested Claim is contingent or fully or partially unliquidated and (ii) provides the amount that the Claimant believes would be the allowable amount of such Contested Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate (the "Claimant's Asserted Estimated Amount"), the Debtors are hereby authorized, in their sole discretion, to elect to provisionally accept the Claimant's Asserted Estimated Amount as the estimated amount of such Contested Claim pursuant to section 502(c) of the Bankruptcy Code for all purposes other than allowance, but including voting and establishing reserves for purposes of distribution, subject to further objection and reduction as appropriate and section 502(j) of the Bankruptcy Code. The Debtors' election shall be made by serving the Claimant with a Notice Of Election To Accept Claimant's Asserted Estimated Amount in the form attached hereto as Exhibit E. The Contested Claim will otherwise remain subject in all respects to the procedures outlined herein.
- (k) <u>Ability To Modify Procedures By Agreement Or Order Of Court.</u> At the Meet and Confer, the parties shall discuss discovery parameters, briefing, evidence to be presented, the timing outlined herein, and any modifications thereto that are necessary due to the facts and circumstances of the relevant Contested Claim. Should the parties be unable to agree on reasonable modifications to these Claim Hearing Procedures, if any, either party may request that the Court promptly schedule a teleconference to consider such proposed modifications. No discovery, testimony, or motion practice other than that described herein, as modified, shall be permitted, unless otherwise agreed by the parties or ordered by the Court.

- 10. The procedures approved herein shall not apply to claims filed by Banc of America Securities LLC (as to proof of claim number 10758), Barclays Capital Inc. (as to proof of claim number 11658), Bear, Stearns & Co. Inc. (as to proof of claim number 10732), Cadence Innovation LLC, Citigroup Global Markets, Inc. (as to proof of claim number 10731), Credit Suisse Securities (USA) LLC (as to proof of claim number 10763), Merrill Lynch, Peirce, Fenner & Smith Inc. (as to proof of claim number 10761), Morgan Stanley & Co. Inc. (as to proof of claim number 10762), the Pension Benefit Guaranty Corporation, Robert Bosch GmbH, the State of California Environmental Protection Agency, the State of Michigan Environmental Protection Agency, the State of Ohio Environmental Protection Agency, Technology Properties, Ltd., UBS Securities LLC (as to proof of claim number 10759), the United States Environmental Protection Agency, and Wachovia Capital Markets, LLC (as to proof of claim number 10760) (collectively, the "Excluded Parties") for any purpose, including, but not limited to, any objections to such claims or other litigation in respect of such claims; provided, however, that nothing contained herein shall preclude any of the Excluded Parties or the Debtors, after notice and an opportunity to be heard, from seeking to establish appropriate alternative claims resolution procedures.
- 11. With respect to the claim of Gary Whitney ("Mr. Whitney") (claim number 10157) and NuTech Plastics Engineering, Inc. ("NuTech") (claim number 1279 against Delphi Automotive Systems LLC), nothing in this Order shall limit Mr. Whitney's or NuTech's ability to request relief from the automatic stay provisions under section 362 of the Bankruptcy Code subject to the Debtors' right to object to such request.
- 12. The Debtors shall not serve a Notice of Hearing on Orix Warren, LLC("Orix Warren") with respect to proof of claim number 10202 until the earliest of the following

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to occur: (a) the Debtors assume the lease between Delphi Automotive Systems LLC and Orix

Warren with respect to property located at 4551 Research Parkway in Warren, Ohio (the "Orix

Lease"), (b) the Debtors reject the Orix Lease, or (c) the Orix Lease terminates or is terminated

pursuant to its terms.

13. Nothing in this Order shall preclude any right to seek estimation of a claim

under section 502(c) of the Bankruptcy Code, any right to seek relief from the automatic stay

under section 362 of the Bankruptcy Code to liquidate a claim in a different forum, any right to

seek protection of information under section 107(b) of the Bankruptcy Code or any right not

specifically addressed in this Order.

14. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this order.

15. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York

December 6, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

15

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF ENTRY OF ORDER WITH RESPECT TO [_____] OMNIBUS CLAIMS OBJECTION

PLEASE TAKE NOTICE that on _________, 200_, the United States Bankruptcy

Court for the Southern District of New York entered a [title of order] (the "Order").

PLEASE TAKE FURTHER NOTICE THAT a copy of the Order, excluding exhibits, is attached hereto.

PLEASE TAKE FURTHER NOTICE that the proof of claim listed below, which you filed against Delphi Corporation and/or other of its subsidiaries and affiliates that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), was the subject of the Order and was listed on Exhibit __ to the Order and was accordingly disallowed and expunged, unless otherwise provided below in the column entitled "Treatment Of Claim."

| Date Filed | Claim
Number | Asserted
Claim
Amount ¹ | Basis For
Objection | Treatment Of
Claim | Surviving
Claim
Number
(if any) |
|------------|-----------------|--|------------------------|-----------------------|--|
| | | | | | |

¹ Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.

PLEASE TAKE FURTHER NOTICE that you may view the complete exhibits to the Order by requesting a copy from the claims and noticing agent in the above-captioned chapter 11 cases, Kurtzman Carson Consultants LLC, at 1-888-259-2691 or by accessing the Debtors' Legal Information Website at www.delphidocket.com.

Dated: New York, New York _______, 200__

BY ORDER OF THE COURT

John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026) SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700

- and -

Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

---- x

In re : Chapter 11

DELPHI CORPORATION, <u>et al.</u>, : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on ________, 200_, Delphi Corporation and certain

of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a sufficiency hearing (the "Sufficiency Hearing") to address the legal sufficiency of the Proof of Claim and whether the Proof of Claim states a colorable claim against the asserted Debtor is hereby scheduled for ______, 200_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Sufficiency Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

| Dated: | New | York, | New | York |
|--------|-----|-------|-----|------|
| | | | | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:______ Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on _______, 200_, Delphi Corporation and certain

of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims

Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim is hereby scheduled for _______, 200__, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

| Dated: | New | York, | New | York |
|--------|-----|-------|-----|------|
| | | | | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:____ Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

EXHIBIT D

LIST OF MEDIATORS

Lawrence Abramcyzk

Marc Abrams

Ronald Barliant

Michael Baum

Morton Collins

Susan Cook

Samuel Damren

Eugene Driker

Jonathan Flaxer

Rozanne Giunta

Erwin Katz

Edward Moran

Alan Nisselson

Thomas Plunkett

Marty Reisig

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF DEBTORS' ELECTION TO ACCEPT CLAIMANT'S ASSERTED ESTIMATED AMOUNT FOR PROOF OF CLAIM NUMBER [_____]

| (collectively, the " | Debtors"), objected to proof of claim number (the "Proof of Claim") |
|----------------------|--|
| filed by | (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims |
| Objection] (the "O | bjection"). |

PLEASE TAKE FURTHER NOTICE that on _______, 200_, the Claimant filed its response to the objection, wherein Claimant (i) acknowledged that the Proof of Claim asserts claims that are contingent or fully or partially unliquidated and (ii) stated that the Claimant believes that the allowable amount of the Proof of Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate, is \$_____ (the "Claimant's Asserted Estimated Amount").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), the Debtors hereby provide notice that the Debtors elect to accept the Claimant's Asserted Estimated Amount as the estimated amount of the Proof of Claim pursuant to section 502(c) of the Bankruptcy Code as set forth in the Objection. A copy of the Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that any hearing scheduled pursuant to the Order is hereby cancelled.

PLEASE TAKE FURTHER NOTICE that the Debtors' election to accept the Claimant's Asserted Estimated Amount is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to the Proof of Claim, on any grounds whatsoever.

| Dated: | New | York, | New | York |
|--------|-----|-------|------|------|
| | | , 2 | .00_ | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:

Kayalyn A. Marafioti (KM 9632)

Thomas J. Matz (TM 5986)

Four Times Square

New York, New York 10036

(212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

EXHIBIT K

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- X

SECOND NOTICE OF ADJOURNMENT OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOFS OF CLAIM NOS. 1472 AND 2274

(SHERWIN WILLIAMS)

PLEASE TAKE NOTICE that on July 13, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proofs of claim numbers 1472 and 2274 ("the Proofs of Claim") filed by Sherwin Williams Company and Sherwin Williams Automotive Finishes Corp (collectively, the "Claimants"), respectively, pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

PLEASE TAKE FURTHER NOTICE that on November 27, 2007, the Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 1472 And 2274 (Sherwin Williams Automotive Corp) (Docket No. 11103) scheduling a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proofs of Claim for January 31, 2008, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that on January 2, 2008, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Nos. 1472 And 2274 (Sherwin Williams) (Docket No. 11638) adjourning the Claims Objection Hearing to February 7, 2008, at 10:00 a.m. (prevailing Eastern time) in the Court.

PLEASE TAKE FURTHER NOTICE that pursuant to Paragraph 9(a)(ii) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089) (the "Order"), and the Second Supplemental Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered November 20, 2007 (Docket No. 10994) the Claims Objection Hearing is hereby further adjourned to February 20, 2008, at 10:00 a.m. (prevailing Eastern time) in the Court.

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order unless such procedures are modified in accordance with Paragraph 9(k) thereof. All provisions and deadlines set forth in the Order shall remain in full force and effect. Those deadlines calculated based on the hearing date shall be calculated based on the February 20, 2008 hearing date rather than the January 31, 2008 or February 7, 2008 hearing date. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proofs of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Claims Objection Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimants.

Dated: New York, New York January 9, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

| UNITED STATES BANKRUPTCY | Y COURT |
|--------------------------|---------|
| SOUTHERN DISTRICT OF NEW | YORK |
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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS

("CLAIM OBJECTION PROCEDURES ORDER")

Upon the Motion For Order Pursuant To 11 U.S.C. §§ 502(b) And 502(c) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Disallowance Or Estimation Of Claims And (ii) Certain Notices And Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims, dated October 31, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and upon the objections to the Motion and the record of the hearing held on the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

- A. Proper, timely, adequate, and sufficient notice of the Motion has been provided, such notice was good, sufficient and appropriate under the particular circumstances, and no other or further notice of the Motion is or shall be required.
- B. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.
- C. The relief requested in the Motion and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases (the "Claims Hearing Dates"), to be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by the Court. The following dates and times have been scheduled as Claims Hearing Dates in these chapter 11 cases:

December 13, 2006 at 10:00 a.m. (prevailing Eastern time)

January 12, 2007 at 10:00 a.m. (prevailing Eastern time)

February 14, 2007 at 10:00 a.m. (prevailing Eastern time)

March 1, 2007 at 10:00 a.m. (prevailing Eastern time)

Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

March 21, 2007 at 10:00 a.m. (prevailing Eastern time) April 5, 2007 at 10:00 a.m. (prevailing Eastern time) April 27, 2007 at 10:00 a.m. (prevailing Eastern time) May 10, 2007 at 10:00 a.m. (prevailing Eastern time) May 24, 2007 at 10:00 a.m. (prevailing Eastern time) June 1, 2007 at 10:00 a.m. (prevailing Eastern time) June 14, 2007 at 10:00 a.m. (prevailing Eastern time) June 22, 2007 at 10:00 a.m. (prevailing Eastern time) July 12, 2007 at 10:00 a.m. (prevailing Eastern time) July 20, 2007 at 10:00 a.m. (prevailing Eastern time) August 2, 2007 at 10:00 a.m. (prevailing Eastern time) August 17, 2007 at 10:00 a.m. (prevailing Eastern time) August 30, 2007 at 10:00 a.m. (prevailing Eastern time) September 28, 2007 at 10:00 a.m. (prevailing Eastern time) October 11, 2007 at 10:00 a.m. (prevailing Eastern time) October 26, 2007 at 10:00 a.m. (prevailing Eastern time) November 8, 2007 at 10:00 a.m. (prevailing Eastern time) November 30, 2007 at 10:00 a.m. (prevailing Eastern time) December 6, 2007 at 10:00 a.m. (prevailing Eastern time)

2. Any response to a claims objection or an omnibus claims objection (a "Response") must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the seventh calendar day prior to the Omnibus Hearing for which the relevant claims objection or omnibus claims objection is scheduled.

- 3. Every Response must contain at a minimum the following:
 - (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant (each holder of a proof of claim, a "Claimant") and a brief description of the basis for the amount of the claim;
- (c) a concise statement setting forth the reasons why the claim should not be disallowed, expunged, reduced, or reclassified, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the claims objection;
- (d) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; <u>provided</u>, <u>however</u>, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; <u>provided further</u>, <u>however</u>, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be

confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints;

- (e) to the extent that the claim is contingent or fully or partially unliquidated, the amount that the Claimant believes would be the allowable amount of such claim upon liquidation of the claim or occurrence of the contingency, as appropriate; and
- (f) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the claim.
- 4. Only those Responses made in writing and timely filed and received will be considered by the Court. If a Claimant whose proof of claim is subject to a claims objection and who is served with the relevant claims objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Debtors may present to the Court an appropriate order seeking relief with respect to such claim consistent with the relief sought in the relevant claims objection without further notice to the claimant, provided that, upon entry of such an order, the claimant shall receive notice of the entry of such order as provided below; provided, however, that if the claimant files a timely Response, which does not include the required minimum information provided in paragraph 3 above, the Debtors shall seek disallowance and expungement of the relevant claim or claims only in accordance with the Claims Hearing Procedures provided in paragraph 9 below.
- 5. To the extent that a Response is filed with respect to any claim listed in a claims objection (each, a "Contested Claim"), each such Claim and the objection to such Claim asserted in the claims objection shall be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.
- 6. The Debtors are hereby authorized and directed to serve each Claimant whose proof of claim is listed in any omnibus claims objection with (a) a personalized Notice Of Objection To Claim which specifically identifies the Claimant's proof of claim that is subject to objection and the basis for such objection and (b) a complete copy of the relevant omnibus

claims objection without exhibits. Service of omnibus claims objections in such manner shall constitute good and sufficient notice and no other or further notice to claimants of an omnibus claims objection shall be required.

- authorized and directed to serve all orders entered with respect to any omnibus claims objections, including exhibits, upon only the master service list and the 2002 list. The Claims Agent is hereby further authorized and directed to serve all claimants whose proofs of claim are the subject of an order entered with respect to an omnibus claims objection with a copy of such order, without exhibits, and a personalized Notice Of Entry Of Order in the form attached hereto as Exhibit A specifically identifying such Claimant's proof of claim that is subject to the order, the Court's treatment of such proof of claim, and the basis for such treatment, and advising the Claimant of its ability to view the order with exhibits free of charge on the Debtors' Legal Information Website. Without limiting the foregoing, the Court hereby directs the Claims Agent to serve the First Omnibus Claims Order in the manner provided hereby.
- 8. Any order entered by the Court with respect to an objection asserted in an omnibus claims objection shall be deemed a separate order with respect to each claim covered by such order.
- 9. The following procedures shall apply with respect to the determination of Contested Claims (the "Claims Hearing Procedures"):

(a) Adjournment Of Claims Hearing.

(i) All Contested Claims for which a timely Response is filed shall be automatically adjourned to a future hearing, the date of which shall be determined by the Debtors, in their sole discretion, by serving the Claimant with notice as provided herein. The Debtors may send such notice to each Claimant when they deem it appropriate to do so, subject to the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any further order of this Court.

The Debtors shall schedule the further hearing upon each Contested Claim to a Claims Hearing of the Debtors' election:

- (A) for a non-evidentiary hearing to address the legal sufficiency of the particular proof of claim and whether the proof of claim states a claim against the asserted Debtor under Bankruptcy Rule 7012 (a "Sufficiency Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit B (a "Notice Of Sufficiency Hearing") and a copy of this Order at least 20 business days prior to the date of such Sufficiency Hearing, or
- (B) for an evidentiary hearing on the merits of such Contested Claim (a "Claims Objection Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit C (a "Notice Of Claims Objection Hearing" and, collectively with the Notice of Sufficiency Hearing, the "Notices of Hearing") and a copy of this Order at least 65 calendar days prior to the date of such Claims Objection Hearing.
- (ii) The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the Claimant at least five business days prior to the date of the scheduled hearing; <u>provided</u>, <u>however</u>, that the hearing on any Contested Claim shall not be adjourned for more than a total of 180 calendar days from date of service of the initial Notice of Hearing set forth in paragraph 9(a)(i)(A) and (B) above without consent of the Claimant with respect thereto, unless otherwise ordered by the Court.

(b) Sufficiency Hearing Procedures.

- (i) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Debtors wish to file a supplemental pleading, they shall file and serve their pleading no later than ten calendar days before the scheduled Sufficiency Hearing. The supplemental pleading shall not exceed fifteen single-sided, double-spaced pages.
- (ii) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Claimant wishes to file a supplemental response, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing. The supplemental response shall not exceed fifteen single-sided, double-spaced pages.
- (iii) To the extent that this Court determines upon conclusion of the Sufficiency Hearing that a Contested Claim cannot be disallowed in whole or in part without further proceedings, the Debtors shall provide to the Claimant a Notice Of Claims Objection Hearing pursuant to the procedures set forth above.

(c) Mandatory Meet And Confer.

(i) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), (B) the Claimant (if an individual) or the Claimant's principal place of

business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, and (C) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold an in-person meet and confer (an "In-Person Meet and Confer") at a neutral location in Troy, Michigan, or such other location as is reasonably acceptable to the Debtors, within ten business days of service of the Notice Of Claims Objection Hearing.

- (ii) If (A) (1) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000, (2) a Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, or (3) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, and (B) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold a telephonic meet and confer (a "Telephonic Meet and Confer" and, collectively with In-Person Meet and Confers, the "Meet and Confers") within ten business days of service of the Notice Of Claims Objection Hearing.
- (iii) The following representatives of each of the Debtors and the Claimant shall attend the Meet and Confer: (A) counsel for each of the parties, except for a Claimant proceeding <u>pro se</u>, who shall be prepared to discuss the matter described in paragraph 9 (k) below, and (B) a person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of the Debtors and the Claimant, respectively; <u>provided</u>, <u>however</u>, that counsel for each of the parties may participate in the Meet and Confer telephonically.
- (iv) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Meet and Confer in good faith.
- (d) <u>Debtors' Statement Of Disputed Issues</u>. Within five business days after service of the Notice Of Claims Objection Hearing, the Debtors shall file and serve a written statement of disputed issues (the "Statement Of Disputed Issues") upon the Claimant. The Statement Of Disputed Issues shall contain a concise statement summarily setting forth the primary reasons why the claim should be disallowed, expunged, reduced, or reclassified as set forth in the claims objection, including, but not limited to, the material factual and legal bases upon which the Debtors will rely in prosecuting the claims objection, without prejudice to the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Contested Claim. The Statement of Disputed Issues shall also include documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim, without prejudice to the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim; <u>provided</u>, <u>however</u>, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Statement of Disputed Issues; <u>provided further</u>, <u>however</u>, that the Debtors shall disclose to the Claimant all information and

provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected, subject to appropriate confidentiality constraints.

- (e) <u>Claimant's Supplemental Response</u>. The following procedures apply to the Claimant's written supplemental response (the "Supplemental Response"), subject to modification pursuant to paragraph 9(k), filed in connection with a Claims Objection Hearing for a Contested Claim:
- (i) The Claimant may file and serve its Supplemental Response (with a copy to chambers) no later than 30 business days prior to commencement of the Claims Objection Hearing. The Supplemental Response shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Claimant relies on exhibits, the Claimant shall include such exhibits in its Supplemental Response (other than those previously included with either its Proof of Claim or its Response); provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Contested Claim, subject to appropriate confidentiality constraints. The Claimant shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Response, as appropriate.
- (iii) The Supplemental Response may include affidavits or declarations from no more than two witnesses setting forth the basis of the Contested Claim and evidence supporting the Contested Claim; provided, however, that if the Claimant intends to call a person not under such Claimant's control at the hearing, the Claimant shall, in lieu of an affidavit or declaration of such person, identify such person, the Claimant's basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, such affiant or declarant's affidavit or declaration shall be stricken. The Claimant shall not be permitted to elicit any direct testimony at the Claims Objection Hearing; instead, the affidavit or declaration submitted with the Supplemental Response, or such witnesses' deposition transcript if the witnesses were not under the Claimant's control, shall serve as the witnesses' direct testimony and the Debtors may cross examine the witnesses at the Claims Objection Hearing, or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Claimant.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Claimant timely filed a Supplemental Response, the Claimant may file and serve (with a copy to chambers) an amended Supplemental Response and a supplemental affidavit or declaration on behalf of each of its witnesses solely for the purpose of supplementing the Supplemental Response and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Response shall be subject to the page limitations set forth above.

- (f) <u>Debtors' Supplemental Reply</u>. The following procedures shall apply to the Debtors' written supplemental reply, if any (the "Supplemental Reply"), subject to modification pursuant to paragraph 9(k) below, filed in connection with a Claims Objection Hearing with respect to a Contested Claim:
- (i) The Debtors may file and serve (with a copy to chambers) a Supplemental Reply no later than 20 business days prior to commencement of the Claims Objection Hearing. The Supplemental Reply shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Debtors rely on exhibits, the Debtors shall include such exhibits in their Supplemental Reply (other than those previously included with either their objection or reply); provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Reply; provided further, however, that the Debtors shall disclose to the Claimant all information and provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected and upon which the Debtors intend to rely in support of their objection, subject to appropriate confidentiality constraints. The Debtors shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Reply.
- (iii) The Supplemental Reply may include affidavits or declarations from no more than two witnesses setting forth the Debtors' basis for objecting to the Contested Claim and evidence in support of such objection to the Contested Claim; provided, however, that if the Debtors intend to call a person not under the Debtors' control at the hearing, the Debtors shall, in lieu of an affidavit or declaration of such person, identify such person, the Debtors' basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, as appropriate, such affiant or declarant's affidavit or declaration shall be stricken. The Debtors shall not be permitted to elicit any direct testimony at the Claims Objection Hearing, instead, the affidavit or declaration submitted with the Supplemental Reply, or such witnesses' deposition transcript if the witnesses were not under the Debtors' control, shall serve as the witnesses' direct testimony and the Claimant may cross examine the witnesses at the Claims Objection Hearing or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Debtors.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Debtors timely filed a Supplemental Reply, the Debtors may file and serve (with a copy to chambers) an amended Supplemental Reply and a supplemental affidavit or declaration on behalf of each of their witnesses solely for the purpose of supplementing the Supplemental Reply and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Reply shall be subject to the page limitations set forth above.
- (g) <u>Mandatory Non-Binding Summary Mediation</u>. Except as set forth below, at least 15 business days prior to commencement of the Claims Objection Hearing, the Debtors and the Claimant shall submit to mandatory non-binding summary mediation (each, a

"Mediation") in an effort to consensually resolve the Contested Claim. The Mediation shall be governed by General Order M-143 except as follows. The following procedures shall apply to each Mediation, subject to modification pursuant to paragraph 9(k) below:

- (i) Each Mediation shall be assigned to one of the mediators listed by the Debtors on Exhibit D hereto (each, a "Mediator"). The Debtors and the Claimant shall agree upon the Mediator at the Meet and Confer; provided that, if the Debtors and the Claimant are unable to agree upon a Mediator, the parties shall promptly report such inability to agree to the Court.
- (ii) The Mediator shall not have the authority to require either the Debtors or the Claimant to provide any additional briefing with respect to the Mediation.
- (iii) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000) and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, the Mediation shall be held at a neutral location in Troy, Michigan.
- (iv) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, the Mediation shall be held at a neutral location reasonably acceptable to the Debtors and the Claimant; provided that, if the Debtors and the Claimant are unable to agree upon a neutral location at the Meet and Confer, the parties shall promptly report such inability to agree to the Court.
- (v) If (A) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000 or (B) the Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, participation in Mediation shall be voluntary and any Mediation may be held telephonically at either the Debtors' or the Claimant's request.
- (vi) A person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of each of the Debtors and the Claimant shall attend an in-person Mediation or participate in a telephonic Mediation, if any; <u>provided</u>, <u>however</u>, that the Debtors' counsel will not be precluded from attending and participating in a Mediation in the event that the claimant elects not to have its counsel attend or participate in a Mediation.
- (vii) Absent consent of each of the Claimant and the Debtors, the length of the Mediation shall be limited to one day.

- (viii) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Mediation in good faith.
- (ix) The Debtors and the Claimant shall each bear its own costs in participating in the Mediation. The Debtors are hereby authorized to pay the Mediator's fees.
- (h) <u>Claims Objection Hearing Discovery</u>. If a Claims Objection Hearing is scheduled for a particular Contested Claim, the Debtors and the Claimant shall be bound by the following discovery procedures, which shall otherwise be governed by the Bankruptcy Rules, subject to modification pursuant to paragraph 9(k) below:
- (i) No later than five business days after service of the Supplemental Response, the Debtors may request:
- (A) That the Claimant produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Claimant respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Claimant respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (ii) No later than five business days after service of the Supplemental Reply, the Claimant may request:
- (A) That the Debtors produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Debtors respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Debtors respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (iii) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Debtors may, at their election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Claimant's Supplemental Response. Each deposition shall not exceed three hours.

- (iv) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Claimant may, at its election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Debtors' Supplemental Reply. Each deposition shall not exceed three hours.
- (v) Except as provided in paragraph 9(g)(vi) above, nothing in this Order alters any obligation of opposing counsel with regard to communications with non-counsel opponents or any applicable law regarding corporations or other business entities to be represented by counsel.
- (i) Conduct Of The Claims Objection Hearing. The Debtors and the Claimant shall each be permitted, subject to modification pursuant to paragraph 9(k) below, no more than one hour to present their respective cases, inclusive of time cross-examining their opponent's witnesses and making argument to the Court. The parties shall coordinate with each other in advance of the hearing with respect to, joint exhibit binders, stipulated admission of evidence, anticipated disputes regarding the admission of particular evidence and any designated deposition testimony.
- Estimation Based Upon Claimant's Asserted Estimated Amount. To the (i) extent that a Contested Claim would be subject to estimation pursuant to section 502(c) of the Bankruptcy Code and the Debtors have sought authority to estimate such Contested Claim pursuant to an omnibus claims objection and/or a motion to estimate claims, if the Claimant has filed a Response in accordance with the procedures outlined above which (i) acknowledges that the Contested Claim is contingent or fully or partially unliquidated and (ii) provides the amount that the Claimant believes would be the allowable amount of such Contested Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate (the "Claimant's Asserted Estimated Amount"), the Debtors are hereby authorized, in their sole discretion, to elect to provisionally accept the Claimant's Asserted Estimated Amount as the estimated amount of such Contested Claim pursuant to section 502(c) of the Bankruptcy Code for all purposes other than allowance, but including voting and establishing reserves for purposes of distribution, subject to further objection and reduction as appropriate and section 502(j) of the Bankruptcy Code. The Debtors' election shall be made by serving the Claimant with a Notice Of Election To Accept Claimant's Asserted Estimated Amount in the form attached hereto as Exhibit E. The Contested Claim will otherwise remain subject in all respects to the procedures outlined herein.
- (k) <u>Ability To Modify Procedures By Agreement Or Order Of Court.</u> At the Meet and Confer, the parties shall discuss discovery parameters, briefing, evidence to be presented, the timing outlined herein, and any modifications thereto that are necessary due to the facts and circumstances of the relevant Contested Claim. Should the parties be unable to agree on reasonable modifications to these Claim Hearing Procedures, if any, either party may request that the Court promptly schedule a teleconference to consider such proposed modifications. No discovery, testimony, or motion practice other than that described herein, as modified, shall be permitted, unless otherwise agreed by the parties or ordered by the Court.

- 10. The procedures approved herein shall not apply to claims filed by Banc of America Securities LLC (as to proof of claim number 10758), Barclays Capital Inc. (as to proof of claim number 11658), Bear, Stearns & Co. Inc. (as to proof of claim number 10732), Cadence Innovation LLC, Citigroup Global Markets, Inc. (as to proof of claim number 10731), Credit Suisse Securities (USA) LLC (as to proof of claim number 10763), Merrill Lynch, Peirce, Fenner & Smith Inc. (as to proof of claim number 10761), Morgan Stanley & Co. Inc. (as to proof of claim number 10762), the Pension Benefit Guaranty Corporation, Robert Bosch GmbH, the State of California Environmental Protection Agency, the State of Michigan Environmental Protection Agency, the State of Ohio Environmental Protection Agency, Technology Properties, Ltd., UBS Securities LLC (as to proof of claim number 10759), the United States Environmental Protection Agency, and Wachovia Capital Markets, LLC (as to proof of claim number 10760) (collectively, the "Excluded Parties") for any purpose, including, but not limited to, any objections to such claims or other litigation in respect of such claims; provided, however, that nothing contained herein shall preclude any of the Excluded Parties or the Debtors, after notice and an opportunity to be heard, from seeking to establish appropriate alternative claims resolution procedures.
- 11. With respect to the claim of Gary Whitney ("Mr. Whitney") (claim number 10157) and NuTech Plastics Engineering, Inc. ("NuTech") (claim number 1279 against Delphi Automotive Systems LLC), nothing in this Order shall limit Mr. Whitney's or NuTech's ability to request relief from the automatic stay provisions under section 362 of the Bankruptcy Code subject to the Debtors' right to object to such request.
- 12. The Debtors shall not serve a Notice of Hearing on Orix Warren, LLC ("Orix Warren") with respect to proof of claim number 10202 until the earliest of the following

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to occur: (a) the Debtors assume the lease between Delphi Automotive Systems LLC and Orix

Warren with respect to property located at 4551 Research Parkway in Warren, Ohio (the "Orix

Lease"), (b) the Debtors reject the Orix Lease, or (c) the Orix Lease terminates or is terminated

pursuant to its terms.

13. Nothing in this Order shall preclude any right to seek estimation of a claim

under section 502(c) of the Bankruptcy Code, any right to seek relief from the automatic stay

under section 362 of the Bankruptcy Code to liquidate a claim in a different forum, any right to

seek protection of information under section 107(b) of the Bankruptcy Code or any right not

specifically addressed in this Order.

14. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this order.

15. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York December 6, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

15

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF ENTRY OF ORDER WITH RESPECT TO [_____] OMNIBUS CLAIMS OBJECTION

Court for the Southern District of New York entered a [title of order] (the "Order").

PLEASE TAKE FURTHER NOTICE THAT a copy of the Order, excluding exhibits, is attached hereto.

PLEASE TAKE FURTHER NOTICE that the proof of claim listed below, which you filed against Delphi Corporation and/or other of its subsidiaries and affiliates that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), was the subject of the Order and was listed on Exhibit __ to the Order and was accordingly disallowed and expunged, unless otherwise provided below in the column entitled "Treatment Of Claim."

| Date Filed | Claim
Number | Asserted
Claim
Amount ¹ | Basis For
Objection | Treatment Of
Claim | Surviving
Claim
Number
(if any) |
|------------|-----------------|--|------------------------|-----------------------|--|
| | | | | | |

¹ Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.

PLEASE TAKE FURTHER NOTICE that you may view the complete exhibits to the Order by requesting a copy from the claims and noticing agent in the above-captioned chapter 11 cases, Kurtzman Carson Consultants LLC, at 1-888-259-2691 or by accessing the Debtors' Legal Information Website at www.delphidocket.com.

Dated: New York, New York _______, 200__

BY ORDER OF THE COURT

John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026) SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700

- and -

Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

NOTICE OF HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on _______, 200_, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a sufficiency hearing (the "Sufficiency Hearing") to address the legal sufficiency of the Proof of Claim and whether the Proof of Claim states a colorable claim against the asserted Debtor is hereby scheduled for ______, 200_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Sufficiency Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

| Dated: | New | York, | New | York |
|--------|-----|-------|------|------|
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on _______, 200_, Delphi Corporation and certain

of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim is hereby scheduled for _______, 200__, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

| Dated: | New | York, | New | York |
|--------|-----|-------|------|------|
| | | , 2 | 200_ | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:____ Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

EXHIBIT D

LIST OF MEDIATORS

Lawrence Abramcyzk

Marc Abrams

Ronald Barliant

Michael Baum

Morton Collins

Susan Cook

Samuel Damren

Eugene Driker

Jonathan Flaxer

Rozanne Giunta

Erwin Katz

Edward Moran

Alan Nisselson

Thomas Plunkett

Marty Reisig

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, <u>et al.</u>, : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF DEBTORS' ELECTION TO ACCEPT CLAIMANT'S ASSERTED ESTIMATED AMOUNT FOR PROOF OF CLAIM NUMBER [_____]

PLEASE TAKE NOTICE that on _______, 200_, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

| (collectively, the | "Debtors"), objected to proof of claim number (the "Proof of Claim") |
|--------------------|--|
| filed by | (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims |
| Objection] (the "O | Objection"). |

PLEASE TAKE FURTHER NOTICE that on _______, 200_, the Claimant filed its response to the objection, wherein Claimant (i) acknowledged that the Proof of Claim asserts claims that are contingent or fully or partially unliquidated and (ii) stated that the Claimant believes that the allowable amount of the Proof of Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate, is \$_____ (the "Claimant's Asserted Estimated Amount").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ___, 2006 (the "Order"), the Debtors hereby provide notice that the Debtors elect to accept the Claimant's Asserted Estimated Amount as the estimated amount of the Proof of Claim pursuant to section 502(c) of the Bankruptcy Code as set forth in the Objection. A copy of the Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that any hearing scheduled pursuant to the Order is hereby cancelled.

PLEASE TAKE FURTHER NOTICE that the Debtors' election to accept the Claimant's Asserted Estimated Amount is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to the Proof of Claim, on any grounds whatsoever.

| Dated: | New | York, | New | York |
|--------|-----|-------|------|------|
| | | , 2 | 200_ | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:

Kayalyn A. Marafioti (KM 9632)

Thomas J. Matz (TM 5986)

Four Times Square

New York, New York 10036

(212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

EXHIBIT L

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

;

NOTICE OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS'
OBJECTION TO PROOF OF CLAIM NO. 15211
(MILLENNIUM INDUSTRIES CORPORATION)

PLEASE TAKE NOTICE that on April 27, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 15211 (the "Proof of Claim") filed by Millennium Industries Corporation (the "Claimant") pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject to Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Objection").

PLEASE TAKE FURTHER NOTICE that on September 4, 2007, the Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 15211 (Millennium Industries Corp.) (Docket No. 9241) scheduling a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof Of Claim for November 8, 2007, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that on September 11, 2007, the Debtors filed the Debtors' Statement Of Disputed Issues With Respect To Proof Of Claim Number 15211 (Millennium Industries Corp.) (Docket No. 9329).

PLEASE TAKE FURTHER NOTICE that on October 11, 2007, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 15211 (Millennium Industries Corp.) (Docket No. 9241) adjourning the

Claims Objection Hearing for purposes of holding an evidentiary hearing on the merits of the Proof Of Claim to a future date to be noticed by the Debtors.

PLEASE TAKE FURTHER NOTICE that on December 5, 2007, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 15211 (Millennium Industries Corp.) (Docket No. 9241) adjourning the Claims Objection Hearing for purposes of holding an evidentiary hearing on the merits of the Proof Of Claim to February 7, 2008 at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089) (the "Order") and the Second Supplemental Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered November 20, 2007 (Docket No. 10994), a claims objection hearing for purposes of holding an evidentiary hearing on the merits of the Proof of Claim is hereby adjourned to a future date to be noticed by the Debtors.

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. All provisions and deadlines set forth in the Order shall remain in full force and effect. Those deadlines calculated based on the hearing date shall be calculated based on the future date hearing date rather than the original February 7, 2008 hearing date. Please review the Order carefully — failure to comply with the procedures

provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof Of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated: New York, New York January 9, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

| UNITED STATES BANKRUPTCY COURT |
|--------------------------------|
| SOUTHERN DISTRICT OF NEW YORK |

-----X

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS

("CLAIM OBJECTION PROCEDURES ORDER")

Upon the Motion For Order Pursuant To 11 U.S.C. §§ 502(b) And 502(c) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Disallowance Or Estimation Of Claims And (ii) Certain Notices And Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims, dated October 31, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and upon the objections to the Motion and the record of the hearing held on the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

- A. Proper, timely, adequate, and sufficient notice of the Motion has been provided, such notice was good, sufficient and appropriate under the particular circumstances, and no other or further notice of the Motion is or shall be required.
- B. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.
- C. The relief requested in the Motion and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases (the "Claims Hearing Dates"), to be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by the Court. The following dates and times have been scheduled as Claims Hearing Dates in these chapter 11 cases:

December 13, 2006 at 10:00 a.m. (prevailing Eastern time)

January 12, 2007 at 10:00 a.m. (prevailing Eastern time)

February 14, 2007 at 10:00 a.m. (prevailing Eastern time)

March 1, 2007 at 10:00 a.m. (prevailing Eastern time)

Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

March 21, 2007 at 10:00 a.m. (prevailing Eastern time) April 5, 2007 at 10:00 a.m. (prevailing Eastern time) April 27, 2007 at 10:00 a.m. (prevailing Eastern time) May 10, 2007 at 10:00 a.m. (prevailing Eastern time) May 24, 2007 at 10:00 a.m. (prevailing Eastern time) June 1, 2007 at 10:00 a.m. (prevailing Eastern time) June 14, 2007 at 10:00 a.m. (prevailing Eastern time) June 22, 2007 at 10:00 a.m. (prevailing Eastern time) July 12, 2007 at 10:00 a.m. (prevailing Eastern time) July 20, 2007 at 10:00 a.m. (prevailing Eastern time) August 2, 2007 at 10:00 a.m. (prevailing Eastern time) August 17, 2007 at 10:00 a.m. (prevailing Eastern time) August 30, 2007 at 10:00 a.m. (prevailing Eastern time) September 28, 2007 at 10:00 a.m. (prevailing Eastern time) October 11, 2007 at 10:00 a.m. (prevailing Eastern time) October 26, 2007 at 10:00 a.m. (prevailing Eastern time) November 8, 2007 at 10:00 a.m. (prevailing Eastern time) November 30, 2007 at 10:00 a.m. (prevailing Eastern time) December 6, 2007 at 10:00 a.m. (prevailing Eastern time)

2. Any response to a claims objection or an omnibus claims objection (a "Response") must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the seventh calendar day prior to the Omnibus Hearing for which the relevant claims objection or omnibus claims objection is scheduled.

- 3. Every Response must contain at a minimum the following:
 - (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant (each holder of a proof of claim, a "Claimant") and a brief description of the basis for the amount of the claim;
- (c) a concise statement setting forth the reasons why the claim should not be disallowed, expunged, reduced, or reclassified, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the claims objection;
- (d) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; <u>provided</u>, <u>however</u>, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; <u>provided further</u>, <u>however</u>, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be

confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints;

- (e) to the extent that the claim is contingent or fully or partially unliquidated, the amount that the Claimant believes would be the allowable amount of such claim upon liquidation of the claim or occurrence of the contingency, as appropriate; and
- (f) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the claim.
- 4. Only those Responses made in writing and timely filed and received will be considered by the Court. If a Claimant whose proof of claim is subject to a claims objection and who is served with the relevant claims objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Debtors may present to the Court an appropriate order seeking relief with respect to such claim consistent with the relief sought in the relevant claims objection without further notice to the claimant, provided that, upon entry of such an order, the claimant shall receive notice of the entry of such order as provided below; provided, however, that if the claimant files a timely Response, which does not include the required minimum information provided in paragraph 3 above, the Debtors shall seek disallowance and expungement of the relevant claim or claims only in accordance with the Claims Hearing Procedures provided in paragraph 9 below.
- 5. To the extent that a Response is filed with respect to any claim listed in a claims objection (each, a "Contested Claim"), each such Claim and the objection to such Claim asserted in the claims objection shall be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.
- 6. The Debtors are hereby authorized and directed to serve each Claimant whose proof of claim is listed in any omnibus claims objection with (a) a personalized Notice Of Objection To Claim which specifically identifies the Claimant's proof of claim that is subject to objection and the basis for such objection and (b) a complete copy of the relevant omnibus

claims objection without exhibits. Service of omnibus claims objections in such manner shall constitute good and sufficient notice and no other or further notice to claimants of an omnibus claims objection shall be required.

- authorized and directed to serve all orders entered with respect to any omnibus claims objections, including exhibits, upon only the master service list and the 2002 list. The Claims Agent is hereby further authorized and directed to serve all claimants whose proofs of claim are the subject of an order entered with respect to an omnibus claims objection with a copy of such order, without exhibits, and a personalized Notice Of Entry Of Order in the form attached hereto as Exhibit A specifically identifying such Claimant's proof of claim that is subject to the order, the Court's treatment of such proof of claim, and the basis for such treatment, and advising the Claimant of its ability to view the order with exhibits free of charge on the Debtors' Legal Information Website. Without limiting the foregoing, the Court hereby directs the Claims Agent to serve the First Omnibus Claims Order in the manner provided hereby.
- 8. Any order entered by the Court with respect to an objection asserted in an omnibus claims objection shall be deemed a separate order with respect to each claim covered by such order.
- 9. The following procedures shall apply with respect to the determination of Contested Claims (the "Claims Hearing Procedures"):

(a) Adjournment Of Claims Hearing.

(i) All Contested Claims for which a timely Response is filed shall be automatically adjourned to a future hearing, the date of which shall be determined by the Debtors, in their sole discretion, by serving the Claimant with notice as provided herein. The Debtors may send such notice to each Claimant when they deem it appropriate to do so, subject to the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any further order of this Court.

The Debtors shall schedule the further hearing upon each Contested Claim to a Claims Hearing of the Debtors' election:

- (A) for a non-evidentiary hearing to address the legal sufficiency of the particular proof of claim and whether the proof of claim states a claim against the asserted Debtor under Bankruptcy Rule 7012 (a "Sufficiency Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit B (a "Notice Of Sufficiency Hearing") and a copy of this Order at least 20 business days prior to the date of such Sufficiency Hearing, or
- (B) for an evidentiary hearing on the merits of such Contested Claim (a "Claims Objection Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit C (a "Notice Of Claims Objection Hearing" and, collectively with the Notice of Sufficiency Hearing, the "Notices of Hearing") and a copy of this Order at least 65 calendar days prior to the date of such Claims Objection Hearing.
- (ii) The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the Claimant at least five business days prior to the date of the scheduled hearing; <u>provided</u>, <u>however</u>, that the hearing on any Contested Claim shall not be adjourned for more than a total of 180 calendar days from date of service of the initial Notice of Hearing set forth in paragraph 9(a)(i)(A) and (B) above without consent of the Claimant with respect thereto, unless otherwise ordered by the Court.

(b) Sufficiency Hearing Procedures.

- (i) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Debtors wish to file a supplemental pleading, they shall file and serve their pleading no later than ten calendar days before the scheduled Sufficiency Hearing. The supplemental pleading shall not exceed fifteen single-sided, double-spaced pages.
- (ii) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Claimant wishes to file a supplemental response, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing. The supplemental response shall not exceed fifteen single-sided, double-spaced pages.
- (iii) To the extent that this Court determines upon conclusion of the Sufficiency Hearing that a Contested Claim cannot be disallowed in whole or in part without further proceedings, the Debtors shall provide to the Claimant a Notice Of Claims Objection Hearing pursuant to the procedures set forth above.

(c) Mandatory Meet And Confer.

(i) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), (B) the Claimant (if an individual) or the Claimant's principal place of

business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, and (C) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold an in-person meet and confer (an "In-Person Meet and Confer") at a neutral location in Troy, Michigan, or such other location as is reasonably acceptable to the Debtors, within ten business days of service of the Notice Of Claims Objection Hearing.

- (ii) If (A) (1) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000, (2) a Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, or (3) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, and (B) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold a telephonic meet and confer (a "Telephonic Meet and Confer" and, collectively with In-Person Meet and Confers, the "Meet and Confers") within ten business days of service of the Notice Of Claims Objection Hearing.
- (iii) The following representatives of each of the Debtors and the Claimant shall attend the Meet and Confer: (A) counsel for each of the parties, except for a Claimant proceeding <u>pro se</u>, who shall be prepared to discuss the matter described in paragraph 9 (k) below, and (B) a person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of the Debtors and the Claimant, respectively; <u>provided</u>, <u>however</u>, that counsel for each of the parties may participate in the Meet and Confer telephonically.
- (iv) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Meet and Confer in good faith.
- (d) <u>Debtors' Statement Of Disputed Issues</u>. Within five business days after service of the Notice Of Claims Objection Hearing, the Debtors shall file and serve a written statement of disputed issues (the "Statement Of Disputed Issues") upon the Claimant. The Statement Of Disputed Issues shall contain a concise statement summarily setting forth the primary reasons why the claim should be disallowed, expunged, reduced, or reclassified as set forth in the claims objection, including, but not limited to, the material factual and legal bases upon which the Debtors will rely in prosecuting the claims objection, without prejudice to the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Contested Claim. The Statement of Disputed Issues shall also include documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim, without prejudice to the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim; <u>provided</u>, <u>however</u>, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Statement of Disputed Issues; <u>provided further</u>, <u>however</u>, that the Debtors shall disclose to the Claimant all information and

provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected, subject to appropriate confidentiality constraints.

- (e) <u>Claimant's Supplemental Response</u>. The following procedures apply to the Claimant's written supplemental response (the "Supplemental Response"), subject to modification pursuant to paragraph 9(k), filed in connection with a Claims Objection Hearing for a Contested Claim:
- (i) The Claimant may file and serve its Supplemental Response (with a copy to chambers) no later than 30 business days prior to commencement of the Claims Objection Hearing. The Supplemental Response shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Claimant relies on exhibits, the Claimant shall include such exhibits in its Supplemental Response (other than those previously included with either its Proof of Claim or its Response); provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Contested Claim, subject to appropriate confidentiality constraints. The Claimant shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Response, as appropriate.
- (iii) The Supplemental Response may include affidavits or declarations from no more than two witnesses setting forth the basis of the Contested Claim and evidence supporting the Contested Claim; provided, however, that if the Claimant intends to call a person not under such Claimant's control at the hearing, the Claimant shall, in lieu of an affidavit or declaration of such person, identify such person, the Claimant's basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, such affiant or declarant's affidavit or declaration shall be stricken. The Claimant shall not be permitted to elicit any direct testimony at the Claims Objection Hearing; instead, the affidavit or declaration submitted with the Supplemental Response, or such witnesses' deposition transcript if the witnesses were not under the Claimant's control, shall serve as the witnesses' direct testimony and the Debtors may cross examine the witnesses at the Claims Objection Hearing, or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Claimant.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Claimant timely filed a Supplemental Response, the Claimant may file and serve (with a copy to chambers) an amended Supplemental Response and a supplemental affidavit or declaration on behalf of each of its witnesses solely for the purpose of supplementing the Supplemental Response and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Response shall be subject to the page limitations set forth above.

- (f) <u>Debtors' Supplemental Reply</u>. The following procedures shall apply to the Debtors' written supplemental reply, if any (the "Supplemental Reply"), subject to modification pursuant to paragraph 9(k) below, filed in connection with a Claims Objection Hearing with respect to a Contested Claim:
- (i) The Debtors may file and serve (with a copy to chambers) a Supplemental Reply no later than 20 business days prior to commencement of the Claims Objection Hearing. The Supplemental Reply shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Debtors rely on exhibits, the Debtors shall include such exhibits in their Supplemental Reply (other than those previously included with either their objection or reply); provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Reply; provided further, however, that the Debtors shall disclose to the Claimant all information and provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected and upon which the Debtors intend to rely in support of their objection, subject to appropriate confidentiality constraints. The Debtors shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Reply.
- (iii) The Supplemental Reply may include affidavits or declarations from no more than two witnesses setting forth the Debtors' basis for objecting to the Contested Claim and evidence in support of such objection to the Contested Claim; provided, however, that if the Debtors intend to call a person not under the Debtors' control at the hearing, the Debtors shall, in lieu of an affidavit or declaration of such person, identify such person, the Debtors' basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, as appropriate, such affiant or declarant's affidavit or declaration shall be stricken. The Debtors shall not be permitted to elicit any direct testimony at the Claims Objection Hearing, instead, the affidavit or declaration submitted with the Supplemental Reply, or such witnesses' deposition transcript if the witnesses were not under the Debtors' control, shall serve as the witnesses' direct testimony and the Claimant may cross examine the witnesses at the Claims Objection Hearing or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Debtors.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Debtors timely filed a Supplemental Reply, the Debtors may file and serve (with a copy to chambers) an amended Supplemental Reply and a supplemental affidavit or declaration on behalf of each of their witnesses solely for the purpose of supplementing the Supplemental Reply and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Reply shall be subject to the page limitations set forth above.
- (g) <u>Mandatory Non-Binding Summary Mediation</u>. Except as set forth below, at least 15 business days prior to commencement of the Claims Objection Hearing, the Debtors and the Claimant shall submit to mandatory non-binding summary mediation (each, a

"Mediation") in an effort to consensually resolve the Contested Claim. The Mediation shall be governed by General Order M-143 except as follows. The following procedures shall apply to each Mediation, subject to modification pursuant to paragraph 9(k) below:

- (i) Each Mediation shall be assigned to one of the mediators listed by the Debtors on Exhibit D hereto (each, a "Mediator"). The Debtors and the Claimant shall agree upon the Mediator at the Meet and Confer; provided that, if the Debtors and the Claimant are unable to agree upon a Mediator, the parties shall promptly report such inability to agree to the Court.
- (ii) The Mediator shall not have the authority to require either the Debtors or the Claimant to provide any additional briefing with respect to the Mediation.
- (iii) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000) and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, the Mediation shall be held at a neutral location in Troy, Michigan.
- (iv) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, the Mediation shall be held at a neutral location reasonably acceptable to the Debtors and the Claimant; provided that, if the Debtors and the Claimant are unable to agree upon a neutral location at the Meet and Confer, the parties shall promptly report such inability to agree to the Court.
- (v) If (A) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000 or (B) the Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, participation in Mediation shall be voluntary and any Mediation may be held telephonically at either the Debtors' or the Claimant's request.
- (vi) A person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of each of the Debtors and the Claimant shall attend an in-person Mediation or participate in a telephonic Mediation, if any; provided, however, that the Debtors' counsel will not be precluded from attending and participating in a Mediation in the event that the claimant elects not to have its counsel attend or participate in a Mediation.
- (vii) Absent consent of each of the Claimant and the Debtors, the length of the Mediation shall be limited to one day.

- (viii) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Mediation in good faith.
- (ix) The Debtors and the Claimant shall each bear its own costs in participating in the Mediation. The Debtors are hereby authorized to pay the Mediator's fees.
- (h) <u>Claims Objection Hearing Discovery</u>. If a Claims Objection Hearing is scheduled for a particular Contested Claim, the Debtors and the Claimant shall be bound by the following discovery procedures, which shall otherwise be governed by the Bankruptcy Rules, subject to modification pursuant to paragraph 9(k) below:
- (i) No later than five business days after service of the Supplemental Response, the Debtors may request:
- (A) That the Claimant produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Claimant respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Claimant respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (ii) No later than five business days after service of the Supplemental Reply, the Claimant may request:
- (A) That the Debtors produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Debtors respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Debtors respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (iii) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Debtors may, at their election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Claimant's Supplemental Response. Each deposition shall not exceed three hours.

- (iv) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Claimant may, at its election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Debtors' Supplemental Reply. Each deposition shall not exceed three hours.
- (v) Except as provided in paragraph 9(g)(vi) above, nothing in this Order alters any obligation of opposing counsel with regard to communications with non-counsel opponents or any applicable law regarding corporations or other business entities to be represented by counsel.
- (i) Conduct Of The Claims Objection Hearing. The Debtors and the Claimant shall each be permitted, subject to modification pursuant to paragraph 9(k) below, no more than one hour to present their respective cases, inclusive of time cross-examining their opponent's witnesses and making argument to the Court. The parties shall coordinate with each other in advance of the hearing with respect to, joint exhibit binders, stipulated admission of evidence, anticipated disputes regarding the admission of particular evidence and any designated deposition testimony.
- Estimation Based Upon Claimant's Asserted Estimated Amount. To the (i) extent that a Contested Claim would be subject to estimation pursuant to section 502(c) of the Bankruptcy Code and the Debtors have sought authority to estimate such Contested Claim pursuant to an omnibus claims objection and/or a motion to estimate claims, if the Claimant has filed a Response in accordance with the procedures outlined above which (i) acknowledges that the Contested Claim is contingent or fully or partially unliquidated and (ii) provides the amount that the Claimant believes would be the allowable amount of such Contested Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate (the "Claimant's Asserted Estimated Amount"), the Debtors are hereby authorized, in their sole discretion, to elect to provisionally accept the Claimant's Asserted Estimated Amount as the estimated amount of such Contested Claim pursuant to section 502(c) of the Bankruptcy Code for all purposes other than allowance, but including voting and establishing reserves for purposes of distribution, subject to further objection and reduction as appropriate and section 502(j) of the Bankruptcy Code. The Debtors' election shall be made by serving the Claimant with a Notice Of Election To Accept Claimant's Asserted Estimated Amount in the form attached hereto as Exhibit E. The Contested Claim will otherwise remain subject in all respects to the procedures outlined herein.
- (k) <u>Ability To Modify Procedures By Agreement Or Order Of Court.</u> At the Meet and Confer, the parties shall discuss discovery parameters, briefing, evidence to be presented, the timing outlined herein, and any modifications thereto that are necessary due to the facts and circumstances of the relevant Contested Claim. Should the parties be unable to agree on reasonable modifications to these Claim Hearing Procedures, if any, either party may request that the Court promptly schedule a teleconference to consider such proposed modifications. No discovery, testimony, or motion practice other than that described herein, as modified, shall be permitted, unless otherwise agreed by the parties or ordered by the Court.

- 10. The procedures approved herein shall not apply to claims filed by Banc of America Securities LLC (as to proof of claim number 10758), Barclays Capital Inc. (as to proof of claim number 11658), Bear, Stearns & Co. Inc. (as to proof of claim number 10732), Cadence Innovation LLC, Citigroup Global Markets, Inc. (as to proof of claim number 10731), Credit Suisse Securities (USA) LLC (as to proof of claim number 10763), Merrill Lynch, Peirce, Fenner & Smith Inc. (as to proof of claim number 10761), Morgan Stanley & Co. Inc. (as to proof of claim number 10762), the Pension Benefit Guaranty Corporation, Robert Bosch GmbH, the State of California Environmental Protection Agency, the State of Michigan Environmental Protection Agency, the State of Ohio Environmental Protection Agency, Technology Properties, Ltd., UBS Securities LLC (as to proof of claim number 10759), the United States Environmental Protection Agency, and Wachovia Capital Markets, LLC (as to proof of claim number 10760) (collectively, the "Excluded Parties") for any purpose, including, but not limited to, any objections to such claims or other litigation in respect of such claims; provided, however, that nothing contained herein shall preclude any of the Excluded Parties or the Debtors, after notice and an opportunity to be heard, from seeking to establish appropriate alternative claims resolution procedures.
- 11. With respect to the claim of Gary Whitney ("Mr. Whitney") (claim number 10157) and NuTech Plastics Engineering, Inc. ("NuTech") (claim number 1279 against Delphi Automotive Systems LLC), nothing in this Order shall limit Mr. Whitney's or NuTech's ability to request relief from the automatic stay provisions under section 362 of the Bankruptcy Code subject to the Debtors' right to object to such request.
- 12. The Debtors shall not serve a Notice of Hearing on Orix Warren, LLC("Orix Warren") with respect to proof of claim number 10202 until the earliest of the following

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to occur: (a) the Debtors assume the lease between Delphi Automotive Systems LLC and Orix

Warren with respect to property located at 4551 Research Parkway in Warren, Ohio (the "Orix

Lease"), (b) the Debtors reject the Orix Lease, or (c) the Orix Lease terminates or is terminated

pursuant to its terms.

13. Nothing in this Order shall preclude any right to seek estimation of a claim

under section 502(c) of the Bankruptcy Code, any right to seek relief from the automatic stay

under section 362 of the Bankruptcy Code to liquidate a claim in a different forum, any right to

seek protection of information under section 107(b) of the Bankruptcy Code or any right not

specifically addressed in this Order.

14. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this order.

15. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York December 6, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

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- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, <u>et al.</u>, : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF ENTRY OF ORDER WITH RESPECT TO [_____] OMNIBUS CLAIMS OBJECTION

Court for the Southern District of New York entered a [title of order] (the "Order").

PLEASE TAKE FURTHER NOTICE THAT a copy of the Order, excluding exhibits, is attached hereto.

PLEASE TAKE FURTHER NOTICE that the proof of claim listed below, which you filed against Delphi Corporation and/or other of its subsidiaries and affiliates that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), was the subject of the Order and was listed on Exhibit __ to the Order and was accordingly disallowed and expunged, unless otherwise provided below in the column entitled "Treatment Of Claim."

| Date Filed | Claim
Number | Asserted
Claim
Amount ¹ | Basis For
Objection | Treatment Of
Claim | Surviving
Claim
Number
(if any) |
|------------|-----------------|--|------------------------|-----------------------|--|
| | | | | | |

¹ Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.

PLEASE TAKE FURTHER NOTICE that you may view the complete exhibits to the Order by requesting a copy from the claims and noticing agent in the above-captioned chapter 11 cases, Kurtzman Carson Consultants LLC, at 1-888-259-2691 or by accessing the Debtors' Legal Information Website at www.delphidocket.com.

Dated: New York, New York _______, 200__

BY ORDER OF THE COURT

John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, <u>et al.</u>, : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

NOTICE OF HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on ________, 200_, Delphi Corporation and certain

of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a sufficiency hearing (the "Sufficiency Hearing") to address the legal sufficiency of the Proof of Claim and whether the Proof of Claim states a colorable claim against the asserted Debtor is hereby scheduled for ______, 200_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Sufficiency Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

| Dated: | New | York, | New | York |
|--------|-----|-------|------|------|
| | | , 2 | .00_ | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Thomas J. Matz (TM 5986)

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on _______, 200_, Delphi Corporation and certain

of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim is hereby scheduled for _______, 200__, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

| Dated: | New | York, | New | York |
|--------|-----|-------|------|------|
| | | , 2 | 200_ | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:____ Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036 (212) 735-3000

EXHIBIT D

LIST OF MEDIATORS

Lawrence Abramcyzk

Marc Abrams

Ronald Barliant

Michael Baum

Morton Collins

Susan Cook

Samuel Damren

Eugene Driker

Jonathan Flaxer

Rozanne Giunta

Erwin Katz

Edward Moran

Alan Nisselson

Thomas Plunkett

Marty Reisig

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, <u>et al.</u>, : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF DEBTORS' ELECTION TO ACCEPT CLAIMANT'S ASSERTED ESTIMATED AMOUNT FOR PROOF OF CLAIM NUMBER [_____]

| (collectively, the | 'Debtors"), objected to proof of claim number (the "Proof of Claim") |
|--------------------|--|
| filed by | (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims |
| Objection] (the "C | Objection"). |

PLEASE TAKE FURTHER NOTICE that on _______, 200_, the Claimant filed its response to the objection, wherein Claimant (i) acknowledged that the Proof of Claim asserts claims that are contingent or fully or partially unliquidated and (ii) stated that the Claimant believes that the allowable amount of the Proof of Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate, is \$_____ (the "Claimant's Asserted Estimated Amount").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), the Debtors hereby provide notice that the Debtors elect to accept the Claimant's Asserted Estimated Amount as the estimated amount of the Proof of Claim pursuant to section 502(c) of the Bankruptcy Code as set forth in the Objection. A copy of the Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that any hearing scheduled pursuant to the Order is hereby cancelled.

PLEASE TAKE FURTHER NOTICE that the Debtors' election to accept the Claimant's Asserted Estimated Amount is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to the Proof of Claim, on any grounds whatsoever.

| Dated: | New | York, | New | York |
|--------|-----|-------|------|------|
| | | , 2 | 200_ | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:

Kayalyn A. Marafioti (KM 9632)

Thomas J. Matz (TM 5986)

Four Times Square

New York, New York 10036

(212) 735-3000

EXHIBIT M

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Delphi Corporation Special Parties

| Company | Contact | Address1 | Address2 | City | State | Zip |
|-------------------|-----------------------------|---------------------------------|--------------------------------|------------|-------|-----------|
| Fry's Metals Inc. | James R. Oswald | Adler Pollock & Sheehan P.C. | One Citizens Plaza, 8th Floor | Providence | RI | 02903 |
| | | Carella, Byrne, Bain, Gilfillan | | | | |
| Fry's Metals Inc. | Jeffrey A. Cooper, Esq. | Cecchi, Stewart & Olstein, P.C. | 5 Becker Farm Road | Roseland | NJ | 07068 |
| | | Carella, Byrne, Bain, Gilfillan | | | | |
| Fry's Metals Inc. | Marc D. Miceli, Esq. | Cecchi, Stewart & Olstein, P.C. | 5 Becker Farm Road | Roseland | NJ | 7068 |
| Fry's Metals Inc. | David W. Dykhouse | 1133 Avenue of the Americas | | New York | NY | 10036 |
| | | | | | | |
| Fry's Metals Inc. | Adler Pollock & Shhhan P.C. | Joseph Avanzato | Once Citizens Plaza, 8th Floor | Providence | RI | 02903-000 |

EXHIBIT N

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| Company | Contact | Address1 | Address2 | City | State | Zip |
|------------------|--------------------|--------------------------------------|---------------------------------|----------------------|-------|-------|
| Sherwin Williams | Dennis W. Loughlin | Strobl & Sharp, P.C. | 300 E. Long Lake Road Suite 200 | Bloomfield Hills | MI | 48304 |
| Sherwin Williams | | Sherwin Williams Automotive Finishes | 4440 Warrensville Center Rd. | Warrensville Heights | OH | 44128 |

EXHIBIT O

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| Company | Contact | Address1 | Address2 | City | State | Zip |
|-------------------------------------|----------------|----------------|---------------------------|---------|-------|-------|
| Attorneys for Millennium Industries | | | | | | |
| Corporation | Joel Applebaum | Clark Hill PLC | 500 Woodward Ave Ste 3500 | Detroit | MI | 48226 |